

No. 19-15128

In the United States Court of Appeal for the Ninth Circuit

STEVE WILSON BRIGGS

Appellant/Petitioner,

v.

ARI EMANUEL, MATT DAMON, BEN AFFLECK, MRC, NEILL BLOMKAMP,
NBCUNIVERSAL, ASIF SATCHU, BILL BLOCK, SONY PICTURES ENT,
MORDECAI WICZYK, DANA BRUNETTI

Appellees/Respondents.

On Appeal from the U.S. District Court for Northern District of California

CASE NO. 3:18-CV-4952-VC

THE HONORABLE VINCE CHHABRIA

APPELLEES' JOINT SUPPLEMENTAL EXCERPTS OF RECORD VOLUME 3 of 7 [PAGES 257 - 539]

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where David disappears into the commuter crowd. Arlo, timing his move perfectly, jumps a turnstile and rushes across the TRAIN PLATFORM into an AIR TRAIN, just beating the closing doors.

EXT. NEW YORK CITY STREET - NIGHT

Arlo emerges from the subway onto a street of upper Manhattan. Across the street, Arlo sees a romantic couple about to enter an apartment building. Glancing both ways, Arlo trots across the street and slips into the the building behind the couple.

INT. APARTMENT BUILDING - HALLWAY - NIGHT

In the hall outside of Rianna's mother's apartment Arlo knocks on the door. Rianna opens the door, eyes wet with tears, shocked to find Arlo.

RIANNA
Arlo? You escaped.

ARLO
They tried to kill me. I Just want to see the kids then I'll go... Are you crying?...

RIANNA
Our repatriation is held because we didn't get Tamara's second payment. So the hospital won't treat Franny.

Arlo rushes into the apartment.

INT. RIANNA'S MOTHER'S APARTMENTS - BEDROOM - NIGHT

Franny lies in bed, unresponsive, breathing through a respirator. Arlo sits at her bedside with DR. LANEY SHULER (45, female, WITH A BURN SCAR ON HER FACE). Rianna and her mother (MRS RAMIREZ, 65) watch near the doorway. Laney places a BLOOD ANALYZER to Franny's arm.

ARLO
Thanks for coming so quick, Schuler.

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DR. LANEY SCHULER
Save me from a burning truck, you
get a house call.

John Carl enters the room and hands a small LOAF OF BREAD to Arlo. Arlo shoves it in his pocket. Mrs. Ramirez turns to Rianna.

MRS. RAMIREZ
He shouldn't have come here. They're going to arrest us any minute.

Rianna glares at her mother. DING! The analyzer's bell sounds. Laney reads the LED.

DR. LANEY SCHULER
Respiratory Distress Syndrome.
Prolonged exposure to carbon dioxide inflames the alveoli, restricts oxygen, causing system failures. The only treatment is extremely expensive: Drexlerin. An inverse agonist polypeptide. I'd give her a 50 percent survival chance with it - less than a week without it.

ARLO
How soon can you get some for her?

DR. LANEY SCHULER
Drexlerin was discontinued. Drexlerin 2 will be released in a week or two. There's none left in The State.

ARLO
Yes there is...

EXT. REMOTE FIELD - NIGHT

A sky-car lands on a dark field. A dimly lit town is visible in the distance. Arlo steps from the sky-car into darkness.

DR. LANEY SCHULER
115 is just ahead.

ARLO
Thanks, Laney.

Closing the door, Arlo jogs toward the city, as the Laney slowly turns the sky-car toward the cloudy night sky.

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INT. JERRY'S OFFICE - DAY

Jerry sits impatiently at his own desk, with the TV on, glancing at his watch, fidgeting.

ON THE TV

Drexler exits a private shuttle with a BEAUTIFUL WOMAN, waving to their admirers, as a TV reporter narrates the story.

TV REPORTER (V.O.)

Today, Mr and Mrs. Drexler arrived on Uberopolis for a week long government summit. He announced Drexler Labs would soon make genetic reprogramming available to the public. Ten years ago, then 40 years old, Drexler, had his DNA reprogrammed to a permanent age of 25, and his DNA altered to produce no myostatin; so his bulging biceps are three times normal strength -without exercise.

BACK TO SCENE

Howard walks in the office holding a YELLOW HAMSTER WHEEL.

HOWARD

Morning.

Jerry nods, preoccupied.

JERRY

Morn. Guerrero's supposed to call with Lespi, about the crater. He's late.

Howard hands Jerry the yellow hamster wheel.

HOWARD

That's for Jacob... How's he doing?

JERRY

Thanks... Sick again.

HOWARD

Maybe he needs a cloned lung?

JERRY

We're saving for one; my insurance won't cover it -pre-existing.

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HOWARD
Maybe that Drexelin stuff?

JERRY
Out of supply. 'Sides, the doctor
says Jacob's allergen impacted; so,
it won't help him --

RING! Jerry's phone rings. He taps his computer monitor to receive the call. COMMISSIONER GUERRERO appears on the screen.

INTERCUT TELEPHONE CONVERSATION - JERRY, GUERRERO AND LESPI

JERRY (CONT'D)
Commissioner...

COMMISSIONER GUERRERO
Matthiessen, I've got Lespi. You got one minute. Ready?

JERRY
A minute?

COMMISSIONER GUERRERO
Maximum security limits. Here he is.

JERRY
Wait...

Commissioner Guerrero's image disappears. LESPI (40) appears, sitting in a cell.

LESPI
I know you?

JERRY
Jerry Matthiessen... Seems we found your hand in a crater.

LESPI
Gonna arrest me?

JERRY
Just wondering how it got there?

LESPI
I was riding cargo on a supply shuttle, when a battery started a box fire. I tried to jump in the airlock, but the alarm triggered and slammed the airlock door on my wrist.

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JERRY
Mind showing me your hands?

Lespi raises both hands. Two arms, two hands.

JERRY (CONT'D)
How'd you get a new one?

LESPI
State bought me a bionic... Hey,
tell my goddamn lawyer I need to...

A smooth automated female voice interrupts:

FEMALE AUTOMATED VOICE
You have exceeded your time limit.

The monitor screen goes black.

Jerry hangs up and turns to Howard with a confused look.

JERRY
I thought prisoners can't get
electives or bionics?

HOWARD
They can't.

Howard stands and grabs his jacket.

HOWARD (CONT'D)
Ready for lunch?

Standing, confused expression intact, Jerry grabs his jacket.

JERRY
I gotta press conference for the
Grainer trial downstairs in 45
minutes. P.R.

HOWARD
Busy day.

The men exit.

INT. RESTAURANT - DAY

Jerry and Howard sit at a small table in a swanky crowded
restaurant-bar. Howard watches one of the many TV monitors.

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TV MONITOR

A news report plays video footage of a few boats pulling the wreckage of the shuttle from the Atlantic ocean.

SUPERIMPOSE: "Unmanned Shuttle Crashes Near New York."

BACK TO SCENE

HOWARD

An unmanned shuttle crashed.

JERRY

Crazy world.

Jerry chews down the last of his hot-dog and wipes his mouth.

JERRY (CONT'D)

Mmm... 'Member when they served the real meat kind at the company party?

HOWARD

Yeah. Those were incredible.

Jerry glances at his watch.

JERRY

I gotta get back for that press statement.

Jerry tidies his hair then throws a tip on the table.

JERRY (CONT'D)

See yuh.

Howard nods and sips a beverage. Jerry races out of the restaurant.

INT. PRESS ROOM - DAY

Jerry jogs into the pressroom. To his surprise he sees no reporters; just a CAMERAMAN, a MAKE-UP ARTIST, a bleach blonde LIGHTING-WOMAN (30) and producer, VAN AUCKLAND (35). Van Auck recognizes Jerry and approaches, hand extended.

VAN

Van Auck, Public Imaging.

Jerry and Van shake.

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JERRY
Jerry Matthiessen... Public imaging?

Van gestures to a podium. Jerry walks to the podium as Van explains.

VAN
We make sure the administration is seen in the right light. The questions will come through the earpiece.

Van turns to the Make Up Artist.

VAN (CONT'D)
Make up! He's kind of pasty.

Jerry walks behind the podium and puts on his earpiece, where the Make Up Artist begins touching up his face.

JERRY
Where are the reporters?

VAN
We superimpose them. Look at your monitor.

Jerry looks.

ON THE MONITOR

With the click of a button, Van Auck fills the room on the monitor with a dozen computer-generated reporters.

BACK TO SCENE

Jerry's jaw drops, astounded.

VAN (CONT'D)
Gens. Computer generated models.
I've preprogrammed the questions.

Van turns to the Make Up Artist.

VAN (CONT'D)
Can you bring out his lips?

The Make-up Man applies a bit of lipstick to Jerry's lips.

The Lighting Woman quickly adjusts a light and scrambles to set up a few microphones at the podium. Van and Jerry watch her move, impressed by her work ethic. Van comments to Jerry:

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VAN (CONT'D)
She just repatriated. People from
The State can't work like that.

Jerry remains still as the Make Up Artist colors his lips.
Finished, The Make-up Man nods to Van. Van turns to Jerry.

VAN (CONT'D)
You ready?

Jerry combs his hair with his hand and clears his throat.

INT. JERRY'S OFFICE - DAY

Jerry rushes into the office, breathing hard from jogging.
He finds Howard watching a video on his computer.

HOWARD
Why you running?

JERRY
(checking his watch)
My press conference comes on in three
minutes. What are you watching?

HOWARD
Old war footage of Arlo's platoon
debriefing; after they were almost
wiped out.

JERRY
Why you watching that?

HOWARD
Case background. The States's kinda
obsessed with the guy. Doesn't seem
like a killer. Saved his troops --

JERRY
Tamara's DNA was in his sky-cycle.

HOWARD
Circumstantial. Just look at this.

Howard clicks the remote control. Jerry rolls his eyes and
looks at his watch.

JERRY
Two minutes.

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ON THE MONITOR

IN A CONFERENCE ROOM

four soldiers (Arlo, 30; ERIC SANCHEZ, 25; TIAN SHEN WU, 25; LU WON PHAM, 25) sit across a conference table from two U.S. Army officials; GENERAL 1, and GENERAL 2 (50's).

GENERAL 1

...Lieutenant Midland stayed at base with the prisoner and sent the rest of the platoon into San Gabriel?

ERIC

Just the four of us made it back to base. Midland and the prisoner were gone. We headed south along the river - before the Allies finished us.

ARLO (younger)

About five minutes outta camp we found Midland's hover truck smoldering about 100 feet from the riverbank. We stopped to help, but he was gone. We found the prisoner dying half way to the river, face burned, holding an American field pistol -he must have wrestled it away from Midland.

GENERAL 2

No sign of Lieutenant Midland?

TIAN

Just his uniform by the river near some British sand-boots and a pool of blood.

LU WON PHAM

Probably jumped in the river to get past the heat seekers to defect to the Allies -and didn't want his uniform getting in the way.

TIAN

We heard Allied rovers, so we left the prisoner for the Allies to save.

VIDEO ENDS.

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BACK TO SCENE

JERRY

If he's innocent, he'll have his day
in court.

Jerry hastily switches the channel to his press conference.
Seeing himself on TV, Jerry studies his image.

ON THE MONITOR

Jerry stands at the podium speaking.

SUPERIMPOSE: "LIVE"

JERRY / ON TV

My involvement in the Grainer case
has met with favor and skepticism...

BACK TO SCENE

Jerry and Howard watch curiously.

JERRY

Am I that fat?

HOWARD

Even fatter. How come it says "Live"?

JERRY

Good question. Those reporters weren't
even there. They're all gens. Computer
generated.

JERRY / ON TV

Mr. Grainer refuses State
representation. So the best way I
can assure a fair trial is to
cooperate with the prosecution...

HOWARD

All gens?

Jerry nods.

Howard notices something about Jerry's face and stares at
him, transfixed. Jerry pauses, disarmed by Howard's stare.

HOWARD (CONT'D)

You wearing lipstick?

CUT TO:

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INT. JERRY'S APARTMENT (JACOB'S BEDROOM) - NIGHT

Jerry sits by his son, MATTY (9) reading from the book 'The Little Prince'. Matty lies on a bed inside a large clear, plastic tent, which filters out air impurities, next to a window overlooking the city.

JERRY

" 'You become responsible forever for what you have tamed. You are responsible for your rose...' 'I am responsible for my rose,' the little prince repeated so that he would be sure to remember.' "

Jerry closes the book.

JERRY (CONT'D)

That's it for tonight, big guy.

MATTY

Aah...

JERRY

Sorry.

A hamster runs exuberantly on the yellow hamster wheel Howard bought Matty.

MATTY

Dad, how long do I have to stay in here this time?

JERRY

Probably only three days.

MATTY

That's so long...

Matty leans his head against the plastic glass.

JERRY

I know it's hard, Matty. But the air's dirty this time of year. But you'll get better soon and we'll finally get to go fishing.

MATTY

Really?

JERRY

I know it.

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Jerry kisses his son's head -through the plastic glass.

JERRY (CONT'D)
G'night, big man.

Jerry stands and turns out the light.

MATTY
Night, Dad.

Jerry exits.

IN THE LIVINGROOM

Jerry wife, LAURA (35) lies on the couch reading a digital book when Jerry enters the room.

LAURA
You ready for Arlo's case, Monday?

Jerry walks to Laura on the couch.

JERRY
I'm not even gonna be there. They just need me for P.R. spots.

Jerry lies beside Laura on the couch.

LAURA
I don't know why they'd ask you to help their prosecution? What if he's innocent...?

JERRY
He'll have his day in court. I give 'em one favor, to keep my kid's filter, and I never hear the end.

LAURA
I understand what you did... I was just thinking out loud.

Jerry purses his lips rigidly, perhaps struggling with his own guilt.

CUT TO:

EXT. ZONE 115 - DAWN

Sunlight barely penetrates the drizzling sky as Arlo walks a desolate street of zone 115.

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Thunder claps in the distance as he steps off the main road and stumbles over the ruins of an old multi-storied building.

Arlo proceeds over the rubble, to a surviving portion of the ruined building. He suddenly falls to one knee and grabs his head, stricken by an "ice-pick" headache. He GROWLS.

Eyes rolled back, Arlo rises to his feet, holding his temple, as if defying the pain to stop him. The pain quickly subsides. Arlo staggers forward.

INT. RUINED BUILDING - DAWN

Arlo enters the gutted building, confused, as if trying to make sense of the ruins.

Deeper in the building he finds a ragged teenager (LOUIS, 17) in tattered shoes and a GRAY SWEATER, sleeping with a rifle on his chest and a radio headset in one ear.

Arlo notices a small BLACK HANDGUN sticking out of the teen's belt. Arlo approaches the teenager and cautiously places one hand on the kid's rifle and swiftly pulls the handgun out of the kid's belt with the other.

The teenager awakens, startled and unable to move under the force of Arlo's arm on the rifle. Arlo touches the handgun to the teen's mouth, as if asking him to hush. Panic fills the teen's eyes.

ARLO
I'm not going to hurt you. I'm Z.R.,
too.

Arlo tucks the black gun in his belt to demonstrate his good intentions.

LOUIS
What do you want?

Arlo releases control of the rifle, but remains within striking range of the kid.

ARLO
The Z.R. center used to be here.

LOUIS
A long time ago. They bombed it.

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ARLO
Then why are you here?

LOUIS
Watching the sweatshop.

The teen points out the window to a large warehouse with lots of downtrodden employees arriving.

ARLO
For what?

LOUIS
A State company makes fancy clothes in there. They brought a lot of jobs to this zone. We protect the workers from the thugs, and the workers sometimes buy us food.

ARLO
Us?

LOUIS
My back-up's behind you.

Arlo looks over his shoulder to discover an attractive woman, BENNI (25) standing only a few feet behind him, in a tattered jacket with a gun trained on Arlo's head. The woman moves slightly forward to address Arlo.

BENNI
You ask a lot of questions.
(turning to Louis)
And you talk too much, Louis.

LOUIS
I didn't say nothin'.

Benni pulls the radio headset out of Louis's ear.

BENNI
Maybe if you weren't listening to that crap all the time.

Benni turns to Arlo.

BENNI (CONT'D)
You with the blue guard?

ARLO
Arlo Grainer. Zone 242.

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BENNI

(excited)

Arlo Grainer? Oh my god. You're
supposed to be in prison?

ARLO

I didn't like it. And you are...?

BENNI

Benni...

(shaking Arlo's hand)

...and that's my little brother Louis.

Louis waves. Arlo remains distracted by Benni's gun.

BENNI (CONT'D)

Sorry.

Benni lowers her gun from Arlo's face and unconsciously primps her hair, confessing some subtle interest in Arlo. Louis turns to Benni.

LOUIS

You know him?

BENNI

Arlo Grainer is like a myth. Don't
you remember in school...

LOUIS

(to Benni)

On TV... didn't Arlo Grainer kill
that lady scientist?

ARLO

I didn't kill anyone.

BENNI

The State frames people, Louis, then
takes them to jail, forever.

Louis's nervously scrutinizes Arlo. Benni turns to Arlo.

BENNI (CONT'D)

Why would you come here?

ARLO

Looking for the Z.R. Center and Tian
Shen Wu.

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BENNI

Bounty hunters killed Tian about two years ago. The new center's not too far. Why are you going there?

ARLO

I need to get to Sky Town.

BENNI

Really?

Benni considers Arlo's shabby outfit.

BENNI (CONT'D)

Looking like that?

ARLO

Got something better?

BENNI

We collect the sweatshop's irregular clothes for Faith House... Come upstairs and see what we can find...

(turning to Louis)

Stay awake, Louis.

Benni turns and begins toward an old staircase. Arlo follows.

BENNI (CONT'D)

Why are you going to Sky Town?

ARLO

To get some medicine.

Arlo and Benni continue upstairs to the ruins of an old abandoned apartment.

INT. UPSTAIRS APARTMENT

The Spartan decor of Benni and Louis's apartment is lighted only by candle fire. Arlo follows Benni into her bedroom.

IN BENNI'S BEDROOM

Arlo notices several garbage bags (full of clothes) on the bed, and more clothes stacked around the room. He struggles to ignore Benni's athletic shape as she picks out a couple shirts, pants and a belt.

Benni approaches Arlo with the clothes.

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BENNI
Put out your arms.

Arlo complies. Benni sizes the clothes against his frame, then hands him the best suited pants, shirt and belt. Benni points at an adjacent bathroom door.

BENNI (CONT'D)
You can change in there. I'll get you a towel and bucket to clean up.

Benni turns to get Arlo's supplies. Arlo sniffs his armpits.

INT. JERRY'S APARTMENT (BEDROOM) - NIGHT

Sleeping IN THE DARK, next to Laura, Jerry's omni-com RINGS. He TURNS ON THE LIGHT and answers his omni-com.

INTERCUT TELEPHONE CONVERSATION - JERRY AND ANEESH.

JERRY
Hello.

ANEEESH
Jerry, I've reserved a ticket for you to New York. Grab your hat.

JERRY
What?

ANEEESH
Arlo escaped on the crashed shuttle --

JERRY
What?

ANEEESH
If we don't find him before his trial, Monday morning, we're gonna have a mess on our hands. You're our investigator. You have all your weapons and travel clearances.

JERRY
I don't investigate for The State. You must have some regulars, 'Neesh.

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ANEESH
Evidence planters, not investigators.
Imagine how emboldened the zones
will be if he's not in that court
room Monday. You could save a lot of
lives.

Jerry pauses to consider the request.

JERRY
With one condition -I don't work for
the prosecution anymore.

Aneesha pauses to consider the terms.

ANEESH
Fine. Just find him.

JERRY
On my way.

Jerry hangs up, stands and steps to a SAFE sitting on the dresser. Laura slowly rouses, awake.

LAURA
What's going on?

JERRY
I gotta go to New York.

Jerry spins the combination lock, opens the door and removes a hand gun and a pre-packed travel bag. Laura watches as Jerry pack his gun into his bag.

LAURA
Weapons clearance?... You're
investigating for them... It's Arlo.

Jerry throws on his pants.

JERRY
Can't say... Love you.

Jerry bends over and kisses Laura goodbye.

LAURA
Love you, too.

Jerry turns, grabs a shirt off a coat-rack, and exits.

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INT. BENNI'S BEDROOM - MORNING

SPORTING A GOATEE on his chin, and looking great in his new clothes, Arlo exits the bathroom to find Benni bending over a bucket of water, in a tank top, finishing her hair wash.

BENNI
Wow, You look great.

ARLO
You too... I mean --

BENNI
Don't. That's the nicest thing I've heard in a month.

ARLO
You don't have a boyfriend?

BENNI
Only thugs and paint blowers around here.

Arlo notices military dog tags on Benni's wrist.

ARLO
U.S. Army issue.

Benni reaches for the dog-tags protectively.

BENNI
My dad's. He was arrested in a police sweep. I'm sure they killed him. Mom was killed when they bombed this building.

Benni throws on a jacket, then picks up a plastic bowl and a spoon from the floor.

BENNI (CONT'D)
The Z.R. Center can probably arrange tickets for you to Uberopolis, but we're gonna need to stop at Faith House for a fake I.D. and passport.

ARLO
What's the bowl for?

BENNI
You'll see.

CUT TO:

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EXT. ZONE 115 - MORNING

A light rain falls. Benni and Arlo hasten down the dreary streets of Zone 115 as a few down-trodden people emerge from the doorways of the endless rundown buildings.

A large, heavily armed, State Army hover-truck suddenly descends to the street ahead of them. A gate opens, releasing dozens of weak and gaunt women and children. Arlo and Benni watch unflinchingly, familiar with the State's practice of dumping religious prisoners in the zones.

BENNI

When the State started dumping the religious in our zone, it wasn't long before they started killing each other.

Cargo emptied, the army hover-truck quickly flies away.

BENNI (CONT'D)

Tian got their leaders to meet and work things out... They opened Faith House; run by leaders of all faiths.

The religious refugees disperse, slowly, disoriented.

BENNI (CONT'D)

The killing stopped. They even have a school there for gifted children...

A young girl and a young boy, just dumped from the truck walk weakly toward Arlo and Benni. The young girl looks into Arlo's eyes imploringly.

YOUNG GIRL

Please, sir. We haven't eaten for two days.

YOUNG BOY

We lost our mother at the camp.

YOUNG GIRL

They took our father away.

Arlo reaches into his coat pocket, removes the bread John Carl gave him and hands it to the kids.

ARLO

That's all I have.

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YOUNG GIRL, YOUNG BOY
Thanks you. Thank you.

They two children collapse on the steps of a building and devour the bread, ravenously.

Arlo and Benni continue on their path. As they pass a tiny neglected park Benni's voice perks up.

BENNI
I found something amazing here
yesterday...

SMALL ABANDONED PARK

Benni walks Arlo to the back gate of the small park. Near a rusting fence she picks up an upside-down paper cup. Under the cup, poking through a dirt patch, is a VIOLET flower.

ARLO
Incredible.

BENNI
I think it's a violet. We never get flowers here... It's even prettier in the rain...

Arlo admires how Benni's beauty also holds up in the rain. Benni quickly digs the flower out of the ground with her spoon, careful to protect the roots.

ARLO
You're gonna keep it?

BENNI
I'm taking it to Faith House. Maybe they can save it and make more.
Imagine, a few of these in every neighborhood around here...

As Benni stands up she wipes her wet hair out of her face, accidentally tangling her necklace pendant in her hair.

BENNI (CONT'D)
Ouch.

Arlo steps behind her and pulls the pendant out of her hair. He examines the pendant. A large handmade woven-yarn pendant of a YELLOW BUTTERFLY on a simple string.

ARLO
That a dream catcher?

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Benni nods.

BENNI
I made it... Dreams are like my religion.

ARLO
You believe in 'em?

BENNI
When that's all you got...

Arlo considers the butterfly dream-catcher.

ARLO
Butterfly... Represent hope, right?

Benni grabs the pendant string with her dirty hand. Their hands touch along the necklace string.

BENNI
Change, to me... I'm not afraid of change.

Benni looks up at Arlo's face.

BENNI (CONT'D)
Some people are.

Arlo pauses, suddenly aware how close they are. Benni seems comfortable at this range; Arlo, apprehensive.

"BROOM!" Thunder claps in the distance.

Arlo looks at his watch.

Benni bends and picks up the potted violet, and walks toward the park exit. Arlo follows. As they return to

THE STREETS OF ZONE 115

their conversation resumes:

BENNI (CONT'D)
You must be happily married?

ARLO
Separated.

BENNI
You think she's your soul mate?

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ARLO
(shrugging)
I'm not sure what a soul-mate is...?

BENNI
Someone you're deeply connected to.

ARLO
Maybe. But she says I don't talk
enough.

BENNI
I think guys avoid talking to avoid
their feelings.

ARLO
(shaking his head)
I just have a way saying the wrong
thing... You sound like a therapist.

Benni smiles.

BENNI
I'd love to be a children's therapist.
If we ever get a college here.

Benni turns off the sidewalk toward an old but well maintained
house.

BENNI (CONT'D)
Here we are.

Arlo follows Benni up the stairs, bags of clothes in hand.

INT. FAITH HOUSE - DAY

Arlo and Benni stand

IN THE LARGE LOBBY

of the Faith House, with a RABBI (60), an Islamic CLERIC
(60), a GURU (60) and a PASTOR (60). Arlo shakes their hands.

THREE SECURITY GUARDS, on the periphery of the room, watch
Arlo as carefully as he watches them. Arlo addresses the
holy men, cautiously, as he watches the security guards.

ARLO
Thank you for your help.

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BENNI
He's doesn't have much time.

GURU
It will only be a few moments.

PASTOR
(turning to Arlo)
Stand against the wall.

Arlo moves against the white wall, watching the religious men and their guards uneasily.

The cleric steps behind a mounted digital camera and snaps a picture of Arlo.

The rabbi types a few words into a computer.

RABBI
I found a corpse, killed in a skyway accident yesterday. His Uberopolis permits haven't been vacated yet.
Avery Hibbard.

Arlo eyes dart, suspiciously. Benni turns to Arlo, concerned.

BENNI
You look nervous.

ARLO
Different religions in the same room...

BENNI
Happens here everyday.

RABBI
We fought for centuries...

PASTOR
Now we're all looking for a homeland.

Arlo notices an opened door on the periphery of the main room, with school-aged children inside. A classroom. Arlo meanders closer to observe through the door.

INSIDE THE CLASSROOM

A small group of children study together. One of the students reads to the class as the teacher and other students listen.

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STUDENT

...internationally scorned for its belligerent history, but its trade imbalance and social and corporate welfare destroyed its economy, and eventually the world's. No longer beholden, the allies attacked...

Arlo turns his away from the classroom. Back

IN THE CENTRAL BUSINESS OFFICE

the rabbi types a few more words in his computer.

Arlo and the security guards exchange suspicious glares.

An identification card comes out of a small advanced printer. The cleric pulls the I.D. off the printer and quickly turns to hand it to Arlo.

The cleric's sudden motion startles Arlo. In a reflexive motion Arlo pulls out the black handgun (stolen from Louis) and shoves it an inch from the cleric's face.

The cleric doesn't flinch, no stranger to danger. The security guards draw their guns on Arlo.

BENNI

What are you doing?!

ARLO

(breathing heavily)

I thought it was a gun...

The cleric reveals Arlo's identification card in his hand.

CLERIC

Your I.D.

ARLO

Tell them to drop the guns.

The pastor gestures for the security guards to lower their weapons. The guards lower their guns, cautiously.

GURU

Surviving the war and fourteen years underground requires some healthy paranoia. But you're safe here.

The Guru places his hand on Arlo's shoulder, comfortingly. Benni's face softens from anger to understanding.

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Benni touches Arlo hand and steps in front of his gun barrel.
Arlo lowers the gun and wipes the sweat from his brow.

ARLO
I thought...

The cleric nods, understanding.

BENNI
(nervously embarrassed)
We should hurry to the Z.R. Center.

The holy men and Arlo all nod in eager agreement.

GURU
Blessings.

PASTOR
Godspeed.

Arlo and Benni exit.

EXT. STREETS OF ZONE 115 - DAY

Confused by Arlo's behavior, Benni hurries ahead of Arlo,
through the impoverished local pedestrians, predators and
their quarry.

ARLO
I'm sorry.

Arlo catches up to Benni.

ARLO (CONT'D)
I got nervous.

BENNI
You put a gun in the cleric's face.

ARLO
The religious can't mix in my zone.
(overlapping)

BENNI
(overlapping)
If you can do that --

Benni stops walking and turns to face Arlo, breathing deeply
to gather her strength.

60

BENNI (CONT'D)
Did you kidnap Tamara Gwynn?... They
found her DNA in your sky-cycle.

Arlo's face flattens, stunned.

ARLO
Tamara came to 242 trying to get
back to L.A. for her trial before
the State killed her -to stop her
from producing her A-cells.

Benni resumes walking. Wounded, Arlo follows, as he explains.

ARLO (CONT'D)
When the bounty hunters who followed
Tamara learned I was in 242 they
came after me and my family, instead.
I agreed to drive her to the L.A.
for money to get my family to safety.
I almost got her there... She was
like you... Strong, full of hope.
She was gonna save the world...

Benni's face softens as Arlo explains.

ARLO (CONT'D)
I'm afraid you don't believe me, but
I didn't hurt Tamara.

Benni stops to face Arlo.

BENNI
I believe you...

Benni turns away and resumes walking. Arlo follows.

BENNI (CONT'D)
Weird to hear the fearless Arlo
Grainer say he's afraid.

ARLO
Fearless? I got fears. They keep me
smart... on my toes.

BENNI
What fears could you have?

ARLO
Fear I won't live to see my kids
grow up... Fear I'll outlive 'em...
(MORE)

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ARLO (CONT'D)
Or I'll fail 'em... Like I failed
Tamara.

BENNI
You did all you could.

ARLO
Fear of my own mistakes.

BENNI
What? You inspired millions of us --

ARLO
It was a mistake.

Benni's jaw drops with shock and disillusionment.

ARLO (CONT'D)
I wouldn't have declared Stockton a
free zone if I knew how many zone
fighters would die... for a mistake.

Benni's eyes grow wet with tears.

BENNI
It's not mistake. My parents died
for this.

Arlo's face goes flaccid, horrified that he's hurt Benni.

ARLO
You're right... It's not a mistake...

Benni pulls away and quickly crosses the street.

ARLO (CONT'D)
I didn't mean to say that...

Arlo lowers his head and follows her across the street, to
the basement door of an old building.

EXT. Z.R. BASEMENT - DAY

Wet from the rain, Arlo stands in silence with Benni as she
knocks on the basement door.

Benni dries her eyes before the door opens.

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Two young Chinese men: a tall man, RICK (25), and a short man, BRUCE (25) open the door suspiciously.

BRUCE
Benni.

BENNI
Rick, Bruce. This is Arlo Grainer - a friend of your father's...

INT. RIANNA'S MOTHER'S APARTMENT (LIVINGROOM) - DAY

Jerry stands, speaking with Rianna and her mother. John Carl watches the proceedings carefully from the door of Franny's bedroom, behind him Franny is visible, unconscious, in bed.

RIANNA
...he came alone. Only long enough to see Franny. Then he left.
(turning to her mother)
I can't believe you called these people.

MRS. RAMIREZ
If I didn't, we would have been arrested.

RIANNA
You're a crazy lady!

Jerry steps back at Rianna's yells, stepping off the plastic carpet cover and onto the carpet. Rianna's mother reacts.

MRS. RAMIREZ
Please, don't step on the carpet.

JERRY
Sorry.

Jerry steps forward and returns to Rianna.

JERRY (CONT'D)
Where's he going?

Rianna hesitates.

JERRY (CONT'D)
He's better off if I find him before the Blue Guard.

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RIANNA
Zone 115. He has a friend there...
Tian Shen Wu.

INT. Z.R. CENTER - DAY

The Z.R. Center is little more than a basement apartment full of recycled hi-tech equipment.

An AFRICAN AMERICAN MAN works at a computer desk. A WHITE WOMAN (wearing an air filter) works on another computer in the background.

Rick drinks tea with Arlo, on the couch. Benni listens curiously.

ARLO
... He introduced me to Sun Tzu.

RICK
My father told us many stories about you and how --

Bruce enters the room extending a BLUE box toward Arlo.

BRUCE
A few months ago, this came for you, in care of my father.

Arlo stares at the box astonished. Benni moves closer.

BRUCE (CONT'D)
I've never seen anything like it.

Bruce hands the box to Arlo.

ARLO
Thank you. Thank you.

Arlo opens the box, quickly, to find...

ARLO (CONT'D)
The A-Cell.

Benni moves closer to see the A-cell -in perfect condition.

BENNI
How can it be here?

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ARLO
Dylan sent it... I forgot.

BENNI
This means --

ARLO
(whispering)
Hope is unreasonable.

BENNI
It means you can still help Tamara
change the world.

Benni's phone rings. She answers.

BENNI (CONT'D)
Louis...

Benni listens to her phone. The African American Man pulls a document from a printer and hands it to Arlo.

AFRICAN AMERICAN MAN
You're booked on the 3 PM shuttle to
Uberopolis, gate five.

Arlo nods appreciatively.

ARLO
Thanks. That only gives me three
hours.

Arlo and Bruce consider the A-cell.

RICK
Maybe we can help get that into the
right hands.

BENNI
(on the phone)
... Thanks.

Benni hangs up, and turns to Arlo.

BENNI (CONT'D)
Louis says a State investigator just
came by. He's on his way here.

Arlo quickly tucks the A-cell into his jacket. Benni looks at Arlo uncertainly.

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ARLO
I can't leave it here with The State
coming...

Arlo moves closer to address Benni more personally.

ARLO (CONT'D)
Thanks for everything... I'm sorry
about what I said. It's not a mistake.

BENNI
It's OK.

ARLO
I mean it.

Benni removes her yellow dream-catcher necklace and puts it
around Arlo's neck.

BENNI
For luck.

ARLO
Thanks.

BENNI
If you're ever back in 115...

Benni looks down self-consciously.

ARLO
Of course.

Arlo turns for the door.

BENNI
How can you get back into The State
without a State car?

ARLO
I'll work on that. I gotta go before
they get here.

Arlo pulls the basement door open to leave.

RICK
I know how you can get back in The
State.

Arlo stops to listen.

6.

EXT. Z.R. CENTER - DAY

Jerry parks his sky-car on the street outside of the Z.R. center. Stepping out into the rain, Jerry raises his hands over his head, to show he's unarmed as he approaches the Z.R. basement headquarters.

INT. Z.R. CENTER - DAY

Jerry stands in the living area of the sector 115 Z.R. center with the tall and the short Chinese man. The computer and gadgets are all gone now, hidden. Bruce stares at Jerry with admiration and comments to his brother:

BRUCE
All these celebrities.

RICK
(to Jerry)
Brave of you to come here without
the Blue Guard.

JERRY
I figured I was safer without 'em.
His wife said he came to see a...
Tian Shen Wu.

RICK
Our father's dead. Arlo needed a
passport back into the State.

JERRY
Where's he going?

Rick and Bruce look at each other cautiously.

JERRY (CONT'D)
He's better off if I get him before
the blue guard does.

BRUCE
The shuttle port.

JERRY
To where?

RICK
We didn't ask.

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INT/EXT JERRY'S SKY-CAR - DAY

Jerry races along the New York City skyline.

JERRY
Call Howard.

Jerry's sky-car dials Howard, automatically. A moment later, Howard's image appears in the rear-view mirror.

IN THE REAR-VIEW MIRROR MONITOR

Howard appears particularly neat and handsome, sitting in their office.

INTERCUT PHONE CONVERSATION - JERRY AND HOWARD

HOWARD
Jerry.

JERRY
You look great.

HOWARD
I'm meeting Michael for lunch. Where are you?

JERRY
New York. Tracking Arlo. He escaped in that shuttle crash --

HOWARD
You're kidding?

JERRY
They asked me to find him. I tracked him to the New York shuttle-port.

Jerry lowers his sky-car toward a shuttle-port parking garage as he continues talking with Howard (on the phone).

HOWARD
Where's he going?

JERRY
I don't know? His friends in 115 just said he was coming here.

HOWARD
115?

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INT. SKY-CAR (IN PARKING GARAGE) - DAY (CONTINUOUS)

Still on the phone, Howard's face (in the rear-view mirror monitor) listens engrossed, as Jerry pulls his sky-car into the largely empty garage.

JERRY

He went there to see a dead friend...
Tian Shen Wu.

HOWARD

From the San Gabriel debriefing video.

Jerry pulls the sky-car to a stop in a parking spot.

JERRY

I knew that name sounded familiar...
Can you run a check on all the San
Gabriel survivors?

HOWARD

Sure.

JERRY

Call when you know something.

Jerry watches Howard's image vanish in the rear-view mirror as he hangs up. As the regular rear-view mirror perspective returns, Jerry's body jolts, startled to find Arlo, in the back seat, holding a gun to Jerry's head.

ARLO

Keep your hands on the wheel, Jerry.

Jerry does as he's told. Arlo reaches over the seat and takes the gun from Jerry's belt, takes the keys from the ignition, and takes Jerry's omni-com. Arlo drops the omni-com on the sky-car seat, but puts the gun and keys in his jacket pocket.

ARLO (CONT'D)

I need you to get out slowly.

Jerry and Arlo simultaneously exit, leaving their doors open.

Using the gun, Arlo points for Jerry to move to the rear of the Sky-car. Jerry complies.

Arlo opens the trunk. Seeing no witnesses, speaking with his gun, he directs Jerry to get in the trunk.

Jerry feigns entering the trunk then suddenly strikes Arlo's arm, powerfully, knocking Arlo's gun into the trunk.

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As Arlo moves for the gun, Jerry grabs him and tackles him into the trunk and hammers two punches to his face.

From under Jerry, Arlo reaches up and grabs the hood of the trunk and slams it down on Jerry's head, twice. Dazing Jerry.

Arlo spins on top of Jerry. Jerry's feet dangle out of the trunk while Arlo stands firmly on the ground. With this advantage, Arlo hammers two forceful blows to Jerry's face.

With few defensive options, Jerry Kicks Arlo in the chest, sending Arlo staggering back several yards.

Jerry, feet sticking out of the trunk, grabs the gun and turns it on Arlo.

JERRY

Stop!

Arlo freezes, then notices that Jerry is holding his (Arlo's) gun.

ARLO

You have my gun. It's not loaded.

Arlo casually pulls Jerry's gun from his pocket and trains it on Jerry's face.

ARLO (CONT'D)

Drop it or I'll shoot.

JERRY

Shit.

Jerry drops the gun outside of the sky-car.

Arlo moves closer and gestures, with the gun, for Jerry to lie flat in the trunk. Jerry complies.

JERRY (CONT'D)

Was it loaded.

ARLO

Yeah.

Jerry rolls his eyes. Arlo tosses Jerry the sky-car key.

ARLO (CONT'D)

Good to see you again. Sorry 'bout the circumstances...

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JERRY

I don't get it. You were safe in the zones. Why'd you come back?

ARLO

My kid needs Drexlerin.

Arlo closes the trunk, drops Jerry's gun on the ground, and dashes for the boarding gates.

INT. BOARDING GATE (SHUTTLE PORT) - DAY

Arriving at the baggage check line, Arlo takes off his jacket and wraps the A-Cell inside. He passes inconspicuously through a screening line as his jacket goes through an x-ray device.

A security worker notices the A-Cell in the X-ray monitors and pulls it out.

Arlo's faces tightens.

Considering the A-Cell's phallic shape, the FEMALE SECURITY WORKER eyes Arlo suspiciously. A nearby male SECURITY WORKER giggles.

ARLO

For my wife.

FEMALE SECURITY WORKER

Of course.

Allowing Arlo past, the female security worker giggles as she returns the A-cell to Arlo.

INT. PARKING GARAGE - DAY

Trapped in his own sky-car trunk, Jerry pounds his fists, kicks and yells to no avail:

JERRY

Open this fucking trunk!

INT. COMMUTER SHUTTLE - DAY

Arlo sits on a luxury commuter shuttle, nervously looking around. A flight attendant hands Arlo a cup of orange juice.

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ARLO
Thank you.

INT. PARKING GARAGE - DAY

TWO POLICE OFFICERS work to pop Jerry's sky-car's trunk.

BANG-BANG! Jerry kicks the trunk's interior, loudly.

JERRY (O.S.)
(muffled)
Come on!

The trunk pops open. Jerry emerges, stiffly, flashing his badge, one EYE BLACKENED from his fight with Arlo.

JERRY (CONT'D)
Jerry Matthiessen. Inquiries.

One of the officer hands Jerry his gun.

JERRY (CONT'D)
Thanks.

Jerry opens the sky-car, grabs his omni-com and runs toward the shuttle boarding gates, leaving the officers to wonder.

INT. SHUTTLE PORT - DAY

Jerry hops on an accelerated speed ramp to catch his breath. On the speed ramp, a TV billboard commercial catches Jerry's eye; the image of President Drexler superimposed next to a brunette woman, TV anchorwoman, Hanna Trowers.

ON THE BILLBOARD MONITOR:

COMMERCIAL VOICE OVER (V.O.)
Tonight, on TNC primetime, President Drexler talks everything from election strategy to his experience as a P.O.W. in San Gabriel, tonight on Dana Trowers: Primetime.

BACK TO SCENE

Watching the monitor, epiphany illuminates Jerry's face.

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JERRY
San Gabriel...

Jerry pulls out his omni-com and dials hurriedly. Howard, at the office, answers his omni-com.

INTERCUT TELEPHONE CONVERSATION - HOWARD AND JERRY

HOWARD
I've been waiting for you to call back... You got beat up.
(noticing Jerry's bruised face)

As Jerry glides on the speed ramp, talking to Howard, he carefully scans the commuter crowds for any sign of Arlo.

JERRY
It's nothing. I made contact with Arlo. Too much contact.

HOWARD
Where's he going?

JERRY
(shrugging)
That's the problem. I don't know. He just said he needs Drexlerin.

HOWARD
I heard they're warehousing it on Uberopolis till it's released.

JERRY
Sky Town? OK... Look check the connection between Arlo, Drexler and San Gabriel.

HOWARD
Got it.

JERRY
Call Aneesh first and tell him to warn Drexler that Arlo may be in Sky Town already.

HOWARD
On it.

Jerry hangs up, jumps off the speed ramp and dials Drexler as he walks toward the shuttle baggage check line.

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INT. UBEROPOLIS - SHUTTLE-PORT - DAY

Arlo exits the shuttle and slips through the crowd in the shuttle-port concourse, as the public address plays a soothing info-commercial about the history of Uberopolis:

PUBLIC ADDRESS

...All six billion gallons of water in the Uberopolis Harbor were secured when Drex-Tech captured the Rathman-Tuttle comet...

In front of the shuttle-port, Arlo finds a row of small vehicles. Above the vehicles

A SIGN READS: "UBER-CARTS -FOR YOUR CONVENIENCE".

Arlo takes an Uber-Cart and zips toward downtown, Uberopolis.

CUT TO:

INT. SHUTTLE PORT - BOARDING GATE (EARTH) - DAY

Standing the baggage check line, Jerry shows his guns and clearances to a SECURITY WORKER. The worker takes the guns, reading Jerry's paperwork:

SECURITY WORKER

Sorry, Mr. Matthiessen. We'll issue you a stun gun, right away.

JERRY

I've got permits...

SECURITY WORKER

No guns permitted on Sky Town. Fragile environment. A bullet up there might ricochet a week before stopping.

Jerry's steps forward, thoughtfully.

A FEMALE SECURITY WORKER hands him a pack of underwear. Jerry looks confused by the gift.

JERRY

Underwear?

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FEMALE SECURITY WORKER
Gravity garments. Socks, briefs and arm bands... Magnetized. There's no gravity on Sky Town. The electro-magnetic floor grid simulates a gravity about one third of Earth's. Without these, you'll just float in the air.

INT. DREXLER MEDIA CENTER - CONFERENCE ROOM - EVENING

Near the top of the mammoth Drexler Media Center, President Drexler sits at a huge table in a very elegant conference room, with about 20 business leaders of all ethnicities.

The conference room is quite large, occupying most of the 57th floor, encircled by full length windows.

A few guards stand on the perimeter of the room.

Drexler lifts a briefcase to the table top and rises to his feet. All talking stops.

DREXLER

Six years ago Drexler Labs introduced Drexlerin -a bi-monthly maintenance drug, rather than a cure -to ensure future sales.

Drexler opens the briefcase and pulls out a tube of Drexlerin pills.

INSERT - THE BRIEFCASE CONTENTS: DREXLERIN BOTTLE AND A GUN

BACK TO SCENE

DREXLER (CONT'D)

Sold in packs of 5, the expense and popularity of Drexlerin made it a hot black market target -resulting in huge losses. Postal distribution proved disastrous, too. It's popularity was eventually killing more people than it was saving.
Next week we introduce the one time...

Drexler removes the small bottle.

DREXLER (CONT'D)
...curative, Drexlerin 2. As you're aware, stock tripled this week.

The businessmen clap enthusiastically. Drexler dismisses their applause.

DREXLER (CONT'D)
I have an interview here in a few minutes, so, business to add to tomorrow's agenda?

BUSINESSMAN #2
I'd like to expand the prison labor program to Earth-based industry. I hear you have over 5,000 workers up here?

DREXLER
Hmm... Interesting. Anyone else?

BUSINESS WOMAN
I'm concerned that the Riordan Network is pushing free speech limits. Maybe it's time...

Drexler shakes his head.

DREXLER
Riordan's 10 percent market share assures voters the media is free.

BUSINESSMAN #3
I'm concerned about rising zone pirating. If we close the trade lanes we end the pirating...

BUSINESS WOMAN #2
Close the lanes and take them off our power grid. We'd save --

DREXLER
We've been through this. The threat of a zone attack galvanizes the voters behind us. If we close the lanes or the power grid, we lose our factories, cheap labor, and our grip of power... We'll increase Blue Guard presence in the lanes.

(looking at his watch)
Let resume in the morning.

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EXT. STREETS OF UBEROPOLIS - NIGHT

As Arlo races the streets of Uberopolis on his uber-cart, he draws the attention of two POLICE OFFICERS in a police sky-ranger. One of the officers points to Arlo.

POLICE OFFICER 1
Grainer!

One of the officers fires a stun projectile from his stun-gun. Arlo looks over his shoulder to find the officers. He hits the accelerator and begins weaving through the streets.

The police vehicle follows tenaciously. Arlo turns down a series of narrow alley ways. Not easily shaken, the police sky-ranger pulls closer.

Arlo turns the wrong way down a one-way street. Arlo, chased by the police vehicle, weaves wildly against the flow of traffic, as pedestrians race for safety.

Arlo turns sharply down a

NARROW ALLEY

and finds himself racing toward a dead-end wall. He leaps up, back, and out of his uber-cart, before it crashes into the wall.

The police aren't so lucky. Without time to swerve or eject, their sky-ranger smashes into the wall.

Arlo races to the police vehicle, to find both officers semi-conscious and groaning. Arlo checks for witnesses. All clear.

CUT TO:

EXT. UBEROPOLIS - SHUTTLE-PORT - NIGHT

Jerry de-boards the commuter shuttle and steps into the shuttle-port.

PUBLIC ADDRESS
Uberopolis comes from the German "Uber" meaning above. And Uberopolis is truly a city above the rest...

As he walks through the commuter crowd, Jerry pops open his omni-com and calls... Howard answers.

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INTERCUT TELEPHONE CONVERSATION - JERRY AND HOWARD

JERRY

You get anything?

HOWARD

Wu, Pham, and Sanchez all survived San Gabriel. Pham and Sanchez were busted for conspiracy after the war. Standard 120 days on Sky Town. After they returned to Earth, both were incinerated in prison riots. I checked "prisoners killed in riots" in the Corrections base and every Sky Town prisoner, ever, was killed in riots - after they returned to Earth. And all from the zones.

JERRY

Hmm.

HOWARD

What's more curious is Leonard Lespi was on the list... It said he died four months ago.

JERRY

What?... That means the Lespi I spoke with --

HOWARD

Was a gen... Died in space somehow and was sucked back to Earth and into our crater.

JERRY

If he died in space, the other prisoners on that list did too.

HOWARD

But how?

JERRY

I dunno. And we have no evidence of a crime; no bodies or witnesses - except Arlo. Find any connection to San Gabriel?

HOWARD

You won't believe... The platoon Drexler escaped from was Arlo's.

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JERRY

No shit?

HOWARD

They erased any mention of the capturing platoon from The State database. I had to go to the prewar archives.

Jerry ponders the information briefly as the P.A. announces:

HOWARD (CONT'D)

I dug up this old photo of Arlo's platoon.

Howard sends Jerry a digital photo of Arlo (15 years prior, with his old platoon) to Jerry's omni-com.

INSERT - THE PHOTO: Arlo and 40 soldiers pose for a picture.

PUBLIC ADDRESS

...95 percent of the materials used to construct Uberopolis were mined and produced at President Drexler's lunar refinery...

Jerry notices one of the men in the photo looks familiar.

JERRY

That guy on the left looks sort of like Drexler.

HOWARD

Frank Midland, Platoon lieutenant. Incinerated by the same lancer that burned Drexler's face.

JERRY

Hmm. Can you dig up Drexler's, Arlo's, and Midland's military records?

HOWARD

On it.

CUT TO:

EXT. STREETS OF UBEROPOLIS - NIGHT

Arlo walks swiftly down a busy Uberopolis street, dressed in a police uniform, sunglasses and his hat tilted to protect his identity.

Arlo notices a hospital's red cross, Uberopolis General. Surveying his environs, he proceeds into the hospital.

INT. HOSPITAL - NIGHT

Arlo's police uniform has allowed him to penetrate deep into the hospital. He arrives at a SECURITY DESK where a brown jump-suited security DESK GUARD sits idly watching TV.

Behind the desk a sign reads: " ORGAN CENTER, AUTHORIZED PERSONNEL". Arlo adjusts his hat and approaches the desk.

ARLO

We're sweeping for that nut, Grainer.
They asked me to check the Drexlerin
warehouse.

DESK GUARD

Yeah, dispatch said that dude might
be here. They've all gone home for
the day. If he's back there, he'll
be easy to find. The warehouse is
the 3rd door on the left.

The worker turns and presses a few numbers on a keyless entry pad. The door slides open. Arlo disappears beyond the door.

EXT. UBEROPOLIS (STREETS) - NIGHT (SAME)

As Jerry walks the Sky Town streets near the shuttle-port, he notices countless video cameras mounted on every street.

Spotting a police officer in a sky-ranger, Jerry pulls out his badge and hails him to stop. The officer complies.

POLICE OFFICER 2

We got a prisoner on the loose. What
do you need?

JERRY

That's who I'm after... Where can I
get a sky-car?

POLICE OFFICER 2

Get a cop ranger or cycle from the
downtown station. Civilian vehicles
can't go higher than twenty feet

(MORE)

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POLICE OFFICER 2 (CONT'D)
from the street. Police vehicles can
free-range.

Jerry nods appreciatively and points at a video camera mounted along the street.

JERRY
Can the station get me access to these camera monitors, to locate the prisoner?

POLICE OFFICER 2
Hell no. Until today we never had crime to monitor. Those are so The Drexler Media Center can televise the celebrities here. It's good for business. I gotta run.

Jerry nods. The cop drives away.

INT. HOSPITAL, WAREHOUSE - HALL - NIGHT

Once beyond the door and out of the security guard's eyesight, Arlo runs to the third door from the left.

Arlo opens the warehouse door; glancing right then left, he enters.

INT. HOSPITAL WAREHOUSE - CONTINUOUS

Arlo enters the warehouse to find a vast warehouse, the size of a football field, with towering ceilings; empty.

Arlo looks around in gaped-jawed disbelief, scanning the distant corners of the room for any sign of Drexlerin.

CUT TO:

EXT. DREXLER MEDIA BUILDING - NIGHT

Jerry hastily enter the beautiful Drexler Media building.

INT. DREXLER MEDIA BUILDING - NIGHT (SAME)

Entering the

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LOBBY

Jerry jumps in a glass elevator. Stepping out in
THE 56TH FLOOR, RECEIVING AREA

Jerry shows his credentials to a RECEPTIONIST (25) at a desk.

JERRY
I need to see your broadcast engineer.

The receptionist points beyond a large double door, where a
LARGE GUARD stands imposingly.

RECEPTIONIST
In there. But you --

JERRY
Thanks.

Jerry turns, approaches the GUARD and flashes his ID and
credentials to the guard.

RECEPTIONIST
But, you can't just --

JERRY
Federal Inquiries. I need the
engineer.

Jerry quickly proceeds toward the control room.

LARGE GUARD
Hold up, cowboy.

JERRY
I've got an escaped prisoner. There's
no time.

The guard grabs Jerry's shoulder forcefully.

LARGE GUARD
I said, "wait".

JERRY
I said, "there's no time".

Jerry explodes with an elbow to the guards face, dropping
him to his knees.

The guard topples to the floor, unconscious. Jerry walks
briskly beyond the door into the Broadcast Center.

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IN THE BROADCAST CENTER

The control center is filled with high-tech equipment. Employees work, busily. Jerry addresses one of them.

JERRY
Where's the control room?

The employee points to a nearby door. Jerry steps into the Control Room.

IN THE TV CONTROL ROOM

Five or six people work behind a high-tech monitor, with 100 TV monitors on the walls around them.

JERRY
Who's the engineer?

A man raises his hand. Jerry holds up his credentials and waives the engineer closer.

JERRY (CONT'D)
I have a prisoner loose in Sky Town.
I need surveillance camera access.

CUT TO:

INT. HOSPITAL (SECURITY DESK) - NIGHT

Arlo emerges from the warehouse, face awash with anxiety. The security worker sits engrossed in his desktop TV.

ON THE TV

Anchorwoman, Dana Trowers, begins an interview with Drexler.

HANNA TROWERS
Tonight I'm honored to welcome
President Peter Drexler, live from
Uberopolis...

DREXLER
Thank you.

BACK TO SCENE

Barely looking up from his TV the desk guard asks:

DESK GUARD
Didn't find him, huh?

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Arlo responds, trying to restrain his tense desperation.

ARLO

No. The warehouse is empty. They want me to look in the Drexlerin lab. Where's that?

The guard calls to another SECURITY GUARD, lazily posted down the hall.

DESK GUARD

Spence, where's the Drexlerin lab?

SECURITY GUARD

That shit's made on Earth. They just stored it here until they were...

The security guard suddenly recognizes Arlo.

SECURITY GUARD (CONT'D)

Grainer.

The guard reaches for his stun gun.

Arlo runs.

The guard fires, narrowly missing Arlo.

EXT. HOSPITAL - NIGHT

Arlo runs out of the hospital and onto the street, followed by the two hospital security guards.

CUT TO:

INT. TV CONTROL ROOM - NIGHT

The engineer shows Jerry how to guide a stylus pen over a computer touch screen (which shows a map of the city).

ENGINEER

Touch the map anywhere to view the camera in that part of the city.

The engineer hands Jerry the stylus.

ENGINEER (CONT'D)

When you find your man, tap his image, and the cameras will track him anywhere in the city.

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JERRY

Thanks.

The engineer leaves Jerry to search for Arlo.

Jerry looks at the 100+ TV monitors and turns to a female engineer standing near him:

JERRY (CONT'D)

These are all Drexler media channels?

FEMALE ENGINEER

All 212 stations.

Jerry sees Drexler's image on several of the stations, still sitting across from an anchorwoman.

The Female Engineer pushes a sequence of buttons and Drexler's image is sent to most of the monitors.

ON THE MONITORS

The interview continues.

DREXLER

...Brilliant, really. We conquered the Middle East by allowing their factions to exterminate each other.

HANNA TROWERS

But your voter competency test, and sterilization plan for the poor, some say they're intended to eradicate the intellectually challenged -much like The State has ousted the religious.

DREXLER

First, citizens are free to believe as they wish -in their homes. Religious assemblers are expelled to prevent the wars that religious assemblies invite. Voter testing and my sterilization plan deserve debate. For thousands of years our social progress has been stunted by the intellectual limits of the masses. We've subsidize them while they've over-populated us to extinction's brink...

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BACK TO SCENE

Jerry turns to the female engineer.

JERRY
Is that live?
(nodding to the
monitors)

The female engineer nods.

JERRY (CONT'D)
Where is that?

FEMALE ENGINEER
Drexler's conference room. One floor
up.

EXT. STREETS OF UBEROPOLIS - NIGHT

Fleeing from the security workers, Arlo spies an unattended police sky-ranger (car) on a crowded street corner. He jumps in the sky-ranger. A cop, standing amid the pedestrians, turns to find Arlo stealing the vehicle.

POLICE OFFICER 3
Hey!

EXT. STREETS OF UBEROPOLIS (ALLEY) - NIGHT

Driving the stolen sky-ranger, Arlo slips down a quiet alley, unsure of where to go or what to do. Stopping his stolen sky-cycle, he hangs his head to think.

ARLO
(whispering)
No Drexlerin...

Arlo looks up to see the final moments of Drexler's TV interview on a giant boulevard tv billboard.

ON ELECTRONIC BILLBOARD

DREXLER
... We're in a historical turning
point: when reason overcomes religion.

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HANNA TROWERS (on TV)
But in expelling the religious from
The State, how are you less guilty
than they of committing holy war?

DREXLER (on TV)
Ten thousand wars they waged against
mankind. I waged one, to prevent ten
thousand more.

The Anchorwoman pauses in the drama of the moment.

HANNA TROWERS (on TV)
Thank you, President Drexler. My
best to the first lady.

Drexler nods.

BACK TO SCENE

Taken by an idea, Arlo picks up the sky-ranger's phone, and
accelerates back into the flow of Uberopolis traffic.

INT. TV CONTROL ROOM - NIGHT

The 200 TV screens return to their original broadcasts -except
one, which stays focused on Drexler.

An engineer pushes a button on the control board to speak to
Drexler on the set.

PROGRAM DIRECTOR
Great interview.

DREXLER
You got all the questions right,
this time.

PROGRAM DIRECTOR
Thanks. G'night, sir.

Jerry looks at the screen where Drexler is sitting with the
anchorwoman. Unexpectedly the Anchorwoman vanishes from the
screen. A look of disbelief takes Jerry's face.

JERRY
She's a gen?

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PROGRAM DIRECTOR
You're a detective?
(sarcastically)

INT. DREXLER MEDIA CENTER - CONFERENCE ROOM - NIGHT

Drexler removes the lapel microphone from his suit jacket and walks to a

BAR

in a cozy corner of the conference room (near the conference table) appointed with the amenities suited to his stature.

FOUR SECURITY GUARDS, visible in the shadows of the conference room, keep a low profile, careful not to disturb the President.

Drexler turns to his security guards:

DREXLER
Soda?

One security guard nods and Drexler graciously tosses him a canned beverage.

Drexler grabs a bottle of wine, and a wineglass, and pours a drink, and takes a seat in a cushioned leather club chair.

Drexler loosens his collar, and places the wine bottle and glass on the end table beside him.

Only a few yards away, his briefcase (containing the gun and Drexlerin) still sits atop the conference table.

Drexler's watch-phone rings. He answers. It's his receptionist, LYNN.

DREXLER (CONT'D)
It's late, Lynn.

LYNN (on the phone)
I have Arlo Grainer on the line.

Drexler pushes a button on a watch-phone. Arlo's image appears on the tiny screen.

INTERCUT TELEPHONE CONVERSATION - ARLO AND DREXLER.

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DREXLER
What can I do for you?

ARLO
We need to talk.

DREXLER
I don't negotiate with State enemies.

ARLO
I have the A-cell.

DREXLER
I have the A-cell. It's a dud. Bad science.

ARLO
You have a decoy.

Arlo holds up the A-cell for Drexler to see.

ARLO (CONT'D)
Thing is, it's just a prototype. It still has some kinks. Like three ounces of antimatter. If someone were to, say, smash this open... All that antimatter could erase this city in an instant.

Drexler hesitates.

DREXLER
I'm on the 57th floor of the Media Center. I'll have security stand down.

Arlo accelerates his stolen sky-cycle into the flow of traffic.

INT. TV CONTROL ROOM - NIGHT

Jerry watches the TV monitor. His omni-com rings. He answers. It's Howard sitting

IN JERRY'S OFFICE

looking exhausted.

INTERCUT TELEPHONE CONVERSATION - JERRY AND HOWARD

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JERRY
What do yuh got?

HOWARD
All there was in prewar records were
their stat sheets and DNA index.
Frank Midland: six-three, 230, 14
boot...

Jerry grinds his teeth as he looks at a video monitor.

ON THE MONITOR

A field doctor cauterizes a soldier's wound.

BACK TO SCENE

HOWARD (CONT'D)
... Arlo: 6'-1", 210, 12 boot, wounded
three times, honorable discharge.
Nothing big in his DNA. Drexler: 225
pounds, six-two, 12 boot... Odd.
Drexler's prewar DNA records were
destroyed. But his current sample is
similar to Midland's...

Jerry processes the information as he glances at one of the
video monitors.

ON THE MONITOR

A cowboy brands a cow.

BACK TO SCENE

The video seems to trigger something in Jerry. He glances
back at the previous monitor:

ON THE MONITOR

A field doctor cauterizes a soldier's wound.

BACK TO SCENE

JERRY
That's it! The burn would have
cauterized the wound.

Jerry's eyes dart as he speaks to Howard on his omni-com,
his voice modulating with the intensity of a man unravelling
a puzzle.

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JERRY (CONT'D)
There would have been no bleeding.
The blood was Drexler's, not
Midland's.

HOWARD
What?

Jerry's speech intensifies.

JERRY
In the debriefing video: the blood
by the river with the boots -because
Drexler's boots were too small...
That's why he had the gun. Midland
killed him...

HOWARD
Who? -What?

Jerry ignores Howard, lost in the epiphany.

JERRY
... The DNA reprogramming, that's
why it's not a perfect match. That's
why he destroyed his old records...

HOWARD
(overlapping)
I don't follow.

Jerry continues, lost in the revelation.

JERRY
And Arlo knows... That's why they
want me on their team -so I won't be
at the trial -cause there won't be
one. Just gens acting out a televised
trial -long after they've killed
Arlo.

HOWARD
What?

Jerry looks at the video monitor.

ON THE MONITOR

Jerry sees Arlo speeding down an Uberopolis street on his
Sky-cycle.

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BACK TO SCENE

Jerry taps Arlo's video image. The video system automatically tracks Arlo's progress. With Jerry's tap, a tiny icon of Arlo appears on the lower screen -a digital map of Uberopolis.

ON THE LOWER SCREEN

Jerry's eyes follow the icon of Arlo, across the Uberopolis map. He sees Arlo is heading for the Drexler Media Center.

BACK TO SCENE

JERRY
He's coming here.

Jerry hangs up the phone and addresses the control room.

JERRY (CONT'D)
Who's in charge!

A man raises his hand.

PROGRAM DIRECTOR
I'm the program director.

JERRY
Go live with what I have here...
Every news channel.

PROGRAM DIRECTOR
Only President Drexler can
authorize...

JERRY
You ever see one of these?

The program director looks up to see Jerry's holding a stun gun inches from his face.

The program director pushes a series of buttons to run the video feed of Arlo, racing on a sky-cycle, to all 200 stations.

CUT TO:

EXT. STREETS OF UBEROPOLIS - NIGHT

Arlo suddenly steers the sky-cycle straight up, to the Drexler-Media building's 57th floor.

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Arlo takes a few rotations around the building, his eyes scanning for a very certain target.

Spying Drexler through the window, Arlo stomps the accelerator, and SMASHES the sky-ranger through the window of Drexler's conference room.

INT. DREXLER MEDIA CENTER - CONFERENCE ROOM - NIGHT

Glass and debris flies everywhere as Arlo spills onto the floor. Drexler shields his face from the debris and leaps out of the club chair, to his feet.

Arlo lands on the floor, near the conference table, amid glass and twisted metal.

DREXLER
God damned fool!

Drexler's four security guards pull out their stun-guns.

Seeing the bodyguards moving closer, Arlo pulls out the A-cell and holds it up to smash it down.

ARLO
Get back or I'll smash it.
(looking to Drexler)
Get 'em back!

Drexler yells to the guards.

DREXLER
Get away from him! Put those away.

The guards put their stun-guns away and back up.

ARLO
Get 'em out of here.

Drexler turns to his guards.

DREXLER
Get out.

The guards hesitate. Drexler reiterates his orders, calmly.

DREXLER (CONT'D)
Now. I'll be fine.

The guards reluctantly exit. The door closes behind them.

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Arlo crawls amid the glass and twisted metal, holding his knee, wounded.

ARLO

I know...
(grimacing in pain)
... you killed... Tamara Gwynn.

DREXLER

A painful choice, made for the greater good.

Arlo brings himself to a seated position.

ARLO

And everyday you dump hundreds of prisoners into space.
(breathing heavily)

Arlo struggles to his knees.

DREXLER

To offset escalating birthrates and overpopulation in the zones.

ARLO

You kill zoners and prisoners for transplant organs.

DREXLER

Shouldn't those who injure society, also heal it?... You know quite a bit about me... But I don't think we've had the pleasure...

Arlo quickly pulls a small piece of metal from his knee.

ARLO

Don't you remember me? You ordered my platoon into an ambush in the San Gabriel...

Grimacing, Arlo rises to his feet.

ARLO (CONT'D)

So you could kidnap and ransom our prisoner -to finance your defection. But outside of camp a Lancer struck your hover truck -burning your face. Drexler survived... Facing treason, you took Drexler's clothes and tags,
(MORE)

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ARLO (CONT'D)
and ordered him to the river; where
you shot him, pushed his body in the
river, put on his uniform... and
played dead, waiting for the allies.

Drexler passively takes a seat in the club chair.

ARLO (CONT'D)
Face burned, with allied tags; no
one questioned your ID. Your plastic
surgeon sealed it. The you killed
his parents and the inheritance was
yours. Except we saw the burned
soldier by the river, in British
uniform, but U.S. boots and gun. You
got rid of Lu, Eric and Tian before
they realized... But I know you killed
Drexler... Midland.

Drexler nods somberly.

DREXLER
Very good...

Drexler's demeanor softens. He proceeds, almost humbly.

DREXLER (CONT'D)
Before the war, I dreamed only of
serving my country then running for
office. Leadership burned like fire
in me. My dream was almost stolen
when my face was burned... See, wisdom
and character mean little to voters
in this age. They seek fame, wealth,
beauty. I wasn't famous... or rich...
(smiling)

...But I looked OK... I didn't kill
Drexler for his money, I killed him
to get back my electable face...

CUT TO:

INT. FAMILY'S HOME #1 (EARTH) - NIGHT (SAME)

A family watches the confession.

CUT TO:

INT. DREXLER MEDIA CENTER - CONFERENCE ROOM - NIGHT (SAME)

As Drexler continues, his humility wears off.

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DREXLER

I used his name, but my with my policies The State IQ average is up - 128; we've achieved full employment; we have more billionaires than ever; and brought jobs to the zones and provide your youth plenty of cheap video games and headsets; to keep them safe from their own despair - too content to fight.

Arlo's expressions flattens in the face of such evil.

DREXLER (CONT'D)

So, you're here to topple the kingdom by killing the king?

ARLO

(shaking his head)

My daughter's sick. I need Drexlerin.

DREXLER

You'd threaten a hundred thousand lives to save your daughter?... Not exactly heroic...

Arlo's jaw clenches.

DREXLER (CONT'D)

Drexlerin is produced on Earth. We warehoused it here to keep it safe from pirates until our bunkers were ready. The last shipments returned to Earth yesterday...

Drexler rises and moves slowly to the conference table, to his briefcase. Arlo follows, keeping the A-cell raised like a bat.

DREXLER (CONT'D)

But I did bring a few doses for my presentation. A trade: the A-cell for the Drexlerin.

Arlo pauses at the offer.

DREXLER (CONT'D)

Very generous, considering your position... I'll have you escorted to give your daughter the Drexlerin - then returned to prison. My word...

(MORE)

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DREXLER (CONT'D)
Or you can keep the A-cell -but how
will that help your daughter?

Arlo's eyes race, calculating his options.

ARLO
Tamara didn't want you to have it.

DREXLER
(disgusted)
Tamara would have destroyed the energy
industry and our economy for her
cause. I've planned a thirty year
phasing; allowing industry to
adjust...

Drexler swings the briefcase top open, shielding Arlo's view
of the briefcase contents.

ARLO
Thirty years? Billions more will
die.

DREXLER
But the quality of life is preserved.
There's a bigger picture to consider.

INSERT - THE BRIEFCASE CONTENTS: DREXLERIN BOTTLE AND A GUN

BACK TO SCENE

Drexler removes the Drexlerin to show Arlo. Arlo's eyes dart
wildly, confused.

Drexler's eyes grow sympathetic of Arlo's plight; his voice
softens to give Arlo his most earnest support.

DREXLER (CONT'D)
The anguish of power: sometimes
sacrifice is the only option. I
sacrificed religion for peace. You
can do this -for your daughter...

Drexler extends the Drexlerin bottle to Arlo. Arlo slowly
extends the A-cell toward Drexler, to trade.

CUT TO:

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INT. FAMILY'S HOME #2 (EARTH) - NIGHT (CONTINUOUS)

A family watches, tensely.

CUT TO:

INT. DREXLER MEDIA CENTER - CONFERENCE ROOM - CONTINUOUS

Preparing to exchange the A-cell with Drexler, Arlo's pauses; perhaps remembering Tamara's opinion that "sacrifice is a failure to find solution."

Arlo reaches forward to exchange the A-cell for the Drexlerin. Arlo takes the Drexlerin from Drexler with his left hand.

In a WALL MIRROR behind Drexler, Arlo sees the gun in Drexler's briefcase.

As Drexler reaches for the A-cell with his left hand, in the mirror, Arlo watches Drexler's right hand (no longer holding the Drexlerin) reach for the gun.

Drexler secures the gun in his right hand, as his left hand prepares to seize the A-cell.

As Drexler's fingertips come within an inch of the A-cell Arlo unexpectedly flips the A-cell to his side, toward the giant hole in the window created by his sky-ranger.

ARLO

I hope it doesn't break.

Dismayed, Drexler watches the A-cell fly toward the window. With no time to fire, Drexler scrambles after the A-cell, gun in hand. Arlo, in turn, scrambles after Drexler.

EXT. DREXLER MEDIA CENTER - THROUGH BROKEN WINDOW - NIGHT

Drexler dives through the broken window, after the A-cell.

Arlo leaps out the window after Drexler.

Drexler's fingers comes inches from the A-cell, but Arlo seizes Drexler's left ankle with his right hand.

Fifty seven stories up, holding Drexler's foot in his right hand, Arlo grabs the window frame with his left, and flings Drexler, with all of his might, toward the city floor.

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As Drexler falls, Arlo kicks off the wall -after the A-cell. Arlo seizes the A-cell in his finger tips, just before his 'gravity garments' pull him down toward the city floor.

"BANG!" Drexler fires his gun at Arlo, as he falls, missing.

The gunfire draws the attention of the crowds on the street below, sending them screaming in all directions, and Arlo Drexler hurl down.

The backfire of the gun throws Drexler into a spin as he falls, causing him to lose control of the gun and drop it.

Arlo falls at a moderate speed, toward the city floor.

INT. TV CONTROL ROOM - NIGHT

Seeing Drexler and Arlo fall past the window of the control center, Jerry stands and throws his chair against the window.

"CRASH!" The window shatters.

Looking down at the street, Jerry hesitates then dives out the window.

Behind him, one of the engineers reaches for the controls to switch the television stations back to their original programs. The program director stops the engineer, pointing at a viewership monitor, spiking upward.

PROGRAM DIRECTOR
Look at the viewership spike.

EXT. STREETS OF UBEROPOLIS - NIGHT

"SLAM!" Drexler hits the ground forcefully, but Arlo's throw wasn't forceful enough to hurt Drexler in the weightlessness.

"Slam!" Arlo lands hard but safely. But the impact causes the A-cell to fumble out of his hand and bounce about 40 feet away.

Screaming Uberopolis citizens run in all directions, panicked.

Arlo rises to his feet in time to see Drexler running for his gun, near the A-cell.

99

Arlo grabs a parked Uber-cart (nearly weightless in space) and throws it.

The Uber-cart strikes Drexler to the ground.

DREXLER

Shit.

Jerry, lands roughly on the street, some distance away.

Arlo dashes to get the A-cell. Before he can grab the A-cell, Drexler broadsides Arlo with a heavy punch, which, in the weightless state, sends Arlo flying toward a wall.

Drexler turns for the A-cell.

Arlo breaks his impact with the wall with his legs and arms, and leaps back toward Drexler and the A-cell.

The "wall leap" propels Arlo, sliding across the city street. Arlo's hand reaches the A-cell an instant before Drexler.

DREXLER (CONT'D)

Son of a bitch!

A-cell in hand, Arlo hops up from the street.

Furiously, Drexler turns for his gun, lying on the street.

Before Drexler can get the gun, Arlo leaps, and tackles Drexler.

Arlo and Drexler land between two parked sky-cars; their bodies in the street, their ankles on the sidewalk.

Drexler takes the advantage with his great power, and puts Arlo in a brutal headlock.

DREXLER (CONT'D)

You think I need a gun to kill you?

Your body is aging, slowing down...

I'm immortal.

Street traffic zips along, as Drexler strangles the life from Arlo's body.

Choking, Arlo feels the sidewalk curb on his ankle. Seeing a sky-car coming down the street, Arlo kicks off the curb.

The kick sends Arlo, with Drexler on top of him, sliding across the street, into the traffic.

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The bottom of a sky-car smacks Drexler's head, prying his arm from Arlo's neck. Drexler groans in pain.

DREXLER (CONT'D)

Shit.

Arlo hurries to his feet and crosses the street.

"BANG!" Arlo turns to find Drexler, reunited with his gun.

Jerry turns and runs toward the gunfire.

Drexler aims to fire again.

"BANG!" The bullet deflects off of the sky-car and ricochets down the street, hitting a bystander. The bystander falls.

"BANG!" Another bullet ricochets wildly, puncturing a hydrogen pipe. The gas pours out.

TWO POLICE OFFICER on a sky-cycle recognizes Arlo:

POLICE OFFICER 4

Grainer!

The officer hits his SIRENS and pursues Arlo.

Arlo runs the wrong way down a

ONE WAY STREET

and wildly weaves over, under and around the heavy traffic, as Drexler follows. A taxi driver yells at Arlo, angrily:

TAXI DRIVER

Watch out!

Jerry grabs a parked Uber-car and joins the chase -the wrong way down the one-way street.

Arlo runs into a casino.

INT. CASINO - NIGHT

Arlo leads Drexler through the casino and out the back exit.

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EXT. STREETS OF UBEROPOLIS - NIGHT

Exiting the casino, Arlo runs down the street. Drexler follows a few moments behind.

"BANG!" Arlo dives and slides across the street, under a few speeding uber-taxis. Emerging on the other side of the street, Arlo sees a few workmen coming out of a DOUBLE DOORWAY, leading under the city floor.

Above the doorway a sign reads: "ELECTROLYSIS POWER STATION, AUTHORIZED PERSONNEL".

Arlo runs into the underground power station. Drexler follows.

INT. UNDERGROUND POWER STATION - NIGHT

Inside the power station, Arlo finds himself amid tens of workers in a dim, narrow hallway; pipes and cables line the walls. More hallways branch-off the main hallway.

Seeing Drexler still pursuing, Arlo turns and squeezes through the workers, deeper into the power station, until he spies a FIRE ALARM.

Arlo flips the fire alarm. "RING!" The fire alarm blares.

WORKER
Fire!

Tens of workers rush toward Drexler, to escape. Drexler turns and races out of the power station, the same way he entered.

Arlo follows the flow of fleeing workers in the opposite direction, toward an exit.

EXT. STREETS OF UBEROPOLIS - DAY

Emerging from the power station, Arlo sees a POLICE OFFICER slowly cruising on his sky-cycle, distracted by the commotion.

Arlo tackles the police officer off his sky-cycle. Looking up from the ground, the officer watches Arlo abscond with his sky-cycle.

POLICE OFFICER 5
Asshole!

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Drexler emerges from the power station in time to see Arlo speeding away on the sky-cycle.

Drexler flags a 2ND POLICE OFFICER to a stop, yanks the cop out of the sky-ranger, jumps in the sky-ranger and resumes his pursuit.

Through the traffic Jerry sees Drexler speed after Arlo.

Stuck on a civilian vehicle, incapable of following Drexler and Arlo into the roof of the city, Jerry jumps off of his Uber-cart and flings it down the street, furiously.

JERRY
Son of of... Shit!

Hydrogen continues to pour from the pipe punctured by Drexler's bullet.

Arlo, on his nimble sky-cycle, makes a quick move through the tops of the city buildings and back down into the heart of the city -eluding Drexler's less maneuverable sky-ranger.

Arlo dismounts his sky-cycle, revs the throttle then releases it. The sky-cycle speeds down the street -unmanned. Arlo turns and runs toward the harbor, the other way, unnoticed.

Drexler sees Arlo's sky-cycle and pursues, mistakenly believing Arlo is at the helm.

The unmanned sky-cycle caroms off walls and cars down the street, creating sparks in it's path.

"BANG!" The unmanned sky-cycle crashes near the leaking hydrogen pipe, creating a spark, igniting the hydrogen.

"BOOM!" Drexler watches the huge hydrogen explosion.

DREXLER
God...

"RING!" A fire alarm sounds.

Disgusted that he's lost Arlo's trail, walking a street perpendicular to Arlo's path, Jerry sees Arlo run past.

Jerry pursues Arlo -toward the harbor. A half a block behind Arlo, Jerry calls out:

JERRY
Arlo!

103

Arlo doesn't respond, racing toward the edge of the harbor.

JERRY (CONT'D)
It's me! Jerry.... I can help you!

Arlo stops on the edge of the harbor, and turns to face Jerry. Jerry stops running, careful not to encroach on Arlo's space.

ARLO
(gasping)
You're with the State!

JERRY
I can get you out of here alive!

As Arlo looks toward Jerry, his eyes grow alarmed.

Sensing that Arlo is not looking at him, but past him, Jerry turns around to find Drexler, 100 yards away, racing toward them in his sky-ranger, gun drawn.

Jerry leaps out of the way. Arlo dives into the harbor water.

"BANG!" Drexler fires from 60 yards away.

Arlo surfaces briefly, then dives and disappears underwater.

"BANG!" Drexler fires again from 30 yards away.

Drexler glides over the water's surface, scanning for Arlo.

INT. TV CONTROL ROOM - CONTINUOUS

With no cameras underwater, the TV cameras remain focused on the water's surface.

INT. HARBOR UNDERWATER - CONTINUOUS

Swimming underwater, Arlo makes it to the far wall of the harbor. Blood swirls in the water, from a BULLET WOUND in his leg.

Arlo desperately searches for the freshwater inlet, where he and David Levine had lunch together.

Oxygen dwindling, a scar-nosed dolphin pokes Arlo in the stomach. Spike! Arlo follows Spike a few yards to the inlet hole, still covered by the grate.

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Arlo pulls forcefully at the steering wheel sized grate latch that keeps the opening shut.

It breaks free.

Arlo pulls the grate open and climbs through.

EXT. CONSTRUCTION ZONE (UBEROPOLIS) - DAY

Arlo emerges from the water, gasping and coughing, on the prison construction side of the harbor wall.

He pulls himself out of the water and sits wearily on the lip of the inlet hole, blood dripping from his leg.

Arlo quickly removes his wet shirt and wraps it around his leg wound to slow the blood flow.

EXT. HARBOR - DAY

President Drexler and SEVERAL POLICE in sky-rangers scour the water's surface, for any sign of Arlo.

EXT. CITY SHUTTLE PORT - UBEROPOLIS - NIGHT

Dozens of Uberopolis citizens rush to the shuttle-port, demanding to be evacuated. Chief Kanu and a few police try to calm the crowd.

WOMAN #3
Take me back to earth!

MAN
Get me out of here! Now!

CHIEF KANU
Calm down, people!

A message comes over Chief Kanu's radio.

RADIO DISPATCHER
Chief Kanu, the electrolysis station is down. Our oxygen supply is reduced until we get it up again -and there's a hydrogen fire burning downtown.

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Chief Kanu turns to a SENIOR POLICE OFFICER next to him.

CHIEF KANU

Shit! Our oxygen supply is down and
we have a hydrogen fire. We've got
to evacuate.

SENIOR POLICE OFFICER

Evacuate?!

CHIEF KANU

Or suffocate.

Chief Kanu speaks into his radio, back to dispatch.

CHIEF KANU (CONT'D)

THROW THE SIRENS NOW! And raise the
evacuation trains!

The evacuation sirens blare throughout Uberopolis.

EXT. HARBOR - NIGHT

Drexler glides over the water looking for Arlo's body.
Drexler grabs his phone and calls the radio dispatcher.

INTERCUT TELEPHONE CONVERSATION - DREXLER AND RADIO DISPATCHER

DREXLER

Who told you to evacuate?

RADIO DISPATCHER

Kanu. We've got a hydrogen fire and
the electrolysis station is down.

Drexler turns away from the phone to yell at the officers
searching the water for Arlo.

DREXLER

Shit!! Get outta here! Evacuate!

Drexler returns to his phone conversation with the radio
dispatcher.

DREXLER (CONT'D)

Tell Warden Arnold to set the prisoner
evacuation for disposal.

Drexler hangs up. Around him the police officers evacuate.
One of the officers turns to addresses Drexler.

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POLICE OFFICER 6
What about you, sir?

DREXLER
I'll leave when I find this bastard!

EXT. CONSTRUCTION ZONE (UBEROPOLIS) - NIGHT

Arlo sits, eyes closed, trying to recover from his bullet wound, in an out of sight area near the fresh water inlet hole.

Evacuation alarms sound. Arlo opens his eyes and moves from his sheltered area to see what's happening around him.

On a long raised strip, resembling a subway

PLATFORM

Arlo sees two very long evacuation shuttle-trains slowly rise up from the floor of the construction zone, on both sides of the platform. The front "car" of the shuttle train is an oversized shuttle, pulling many smaller freight cars.

The doors to one of the shuttles opens. One of two red-suited PILOTS speaks into an intercom mic mounted on the platform.

PILOT #1 (on intercom)
Prisoners, enter the open shuttle
for immediate evacuation.

The prisoners hastily enter the open shuttle, leaving nothing but guards on the platform.

Stealthily, Arlo creeps closer. But in moving, an automated camera senses Arlo's figure, triggering the video tracking system.

INT. TV CONTROL ROOM - NIGHT (CONTINUOUS)

In the empty control room Arlo's image comes back on the world's TV's.

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INT. UBEROPOLIS - CONTINUOUS

In a open area of downtown Uberopolis the free citizens frantically board any one of a dozen long evacuation shuttle trains.

Two of the shuttle-trains slowly lower back down below the floor of city. The city floor slides back above them, creating an airtight airlock to launch into space.

EXT. HARBOR - NIGHT

Drexler searches the water for Arlo. The last evacuating police officers calls back to Drexler from a distance.

POLICE OFFICER 7
President Drexler! Look at your TV!

Drexler flips open his watch-phone and sees Arlo on the construction side of the dividing wall.

EXT. CONSTRUCTION ZONE (UBEROPOLIS) - DAY

Carefully, Arlo moves closer to the

PLATFORM

and the prisoners.

The doors to the second shuttle opens. The comparatively small number of guards enter the second shuttle train, leaving the platform clear -except the two pilots.

As a short pilot unexpectedly begins to walk toward the front shuttle of the PRISON car, a tall pilot calls to him. Arlo listen closely, hiding behind a half wall.

SHORT PILOT
Come on, we gotta go.

TALL PILOT
I gotta set the autopilot over here.

SHORT PILOT
They're gonna dispose of all of 'em?!

TALL PILOT
Doing the world a favor.

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Pilot #1 disappears into the prisoner's shuttle cargo door.

Pilot #2 enters the guards' shuttle and disappears inside.

Arlo quickly slips into the prisoner's shuttle

INT. PRISONER'S SHUTTLE - CARGO BAY - CONTINUOUS

Arlo finds a hundred prisoners sitting strapped to their seats. The pilot enters the autopilot code into a small wall mounted navigation box.

Arlo sneaks up on the pilot and places him in a choke hold. Looking at the navigation box Arlo sees the words "DISPOSAL... MISSION... SET...", flicker by.

ARLO

Reset the mission.

Arlo takes a RED stun-gun from the pilot's belt, as he speaks.

PILOT #2

I can't reset. I don't have the code.

The prisoners watch, uncertain.

ARLO

Release the prisoners.

The pilot presses a code into the box. The prisoner restraints pop off. Keeping the pilot in a one armed headlock, Arlo grabs the shuttle intercom to address the prisoners in the rear freight cars.

ARLO (CONT'D)

This shuttle's gonna dump you in space! Get on the other shuttle train now if you want to live.

The prisoners rush out of the disposal shuttle train and into the guards's (largely vacant) shuttle. The prisoner's quickly overwhelm the guards with their numbers.

Arlo releases the pilot, with a shove, through the cargo door. The pilot runs into the opposite shuttle to pilot the only remaining evacuation shuttle.

Arlo begins to step from the cargo hull onto the platform. He looks up to see Drexler racing toward him, gun drawn.

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BANG! Arlo leaps out of the doorway and behind one of the many passenger seats in the cargo hull.

Drexler rushes in the cargo hull and begins aggressively searching the seat rows.

Hiding, silently, under one of the seat rows, Arlo looks up to see Drexler passing. Arlo fires the RED stun-gun at Drexler. Hit with the electrode, Drexler drops his gun and convulses in pain.

Arlo jumps up and punches Drexler in the face, slams him into the wall and places Drexler in a one armed headlock.

Holding the stun gun in his free fist Arlo begins rapidly hammering Drexler in the face with stun-gun reinforced fist, until blood pours from Drexler's nose and mouth.

Arlo brings back his fist, and prepares to land the killing blow to Drexler's face; then pauses:

ARLO (CONT'D)
I could kill you...
(breathing heavily)
I'm getting your gun. Then we're
gonna bring Franny the medicine.
Then I'll surrender... Understand?!

Drexler nods his head, weakly.

Arlo releases his grip. Drexler slowly falls to his knees, blood dripping from his face.

Arlo steps away from Drexler and toward the gun on the floor.

As Arlo reaches for the gun a jolt of pain shoots through his head, driving him to one knee -an "ice-pick" headache. Arlo eyes roll in their sockets as he GROANS and struggles to his feet.

"BANG!" A fist smashes Arlo in the face, knocking him to the ground. Arlo looks up to find Drexler looming over him.

DREXLER
Bad time for a headache.

Arlo kicks the gun across the floor, to keep it from Drexler.

Drexler leaps for the gun and grabs it, as Arlo struggles to his knees. Without hesitation, Drexler turns and fires.

110

Arlo's head jerks back. He falls to his knees, hit by the bullet on the right side of his neck.

Arlo grabs the side of his neck.

Drexler lowers the gun to fire the killing bullet.

ZAP! Drexler's body jolts, violently, in pain.

Jerry stands behind Drexler, with his stun-gun discharged into Drexler's neck.

DREXLER (CONT'D)

GRRRR!

Drexler recovers from the shock, and raises his gun to shoot Jerry.

Jerry throws his stun-gun down and unloads a haymaker of a right hook (a punch) to Drexler's face, before Drexler can fire.

The punch knocks Drexler out of the shuttle's door, unconscious, on the platform.

Jerry rushes to Arlo's side, to find Arlo, semi-conscious, holding his bloody hand to the wound on his neck.

JERRY

Shit.

Jerry takes off his white shirt. He removes Arlo's hand from the wound and places his shirt over the bullet hole.

EXT. CONSTRUCTION ZONE - PLATFORM - CONTINUOUS

As Jerry works to assist Arlo he doesn't notice the shuttle bay doors closing behind him.

Jerry places Arlo's hand back over the wound.

JERRY

Push.

Jerry glances up and discovers the shuttle is moving.

JERRY (CONT'D)

What the hell?!

Weakly, Arlo points to the cockpit.

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ARLO
Get in cockpit... We're getting...
Dumped in space.

Jerry lifts Arlo from the floor and carries him

THROUGH THE AIRLOCK

INTO THE COCKPIT

where Jerry helps Arlo into the copilot's chair.

EXT. CONSTRUCTION ZONE - PLATFORM - CONTINUOUS

The two evacuation shuttle-trains docked at the platform slowly lower back down below the floor of the construction zone. The floor slides back above them, creating an airtight seal, creating an airlock.

INT. SHUTTLE COCKPIT - UNDER THE CITY FLOOR - CONTINUOUS

IN THE COCKPIT Jerry sees the shuttle submerge below the city floor, then the metal city floor automatically cover the shuttle, in an airlock tunnel.

Now, in an underground tunnel, through the windshield, Jerry sees the perimeter wall open at the end of the tunnel. The automated shuttle slowly gains speed, toward the opening, to exit into space.

EXT. UBEROPOLIS - NIGHT

Dozens of evacuation trains shuttle trains, filled with evacuees, flee Uberopolis.

EXT. UBEROPOLIS - CONSTRUCTION ZONE - NIGHT

Drexler regains consciousness and looks around to discover the shuttle train is gone. Wearily, Drexler pulls out his watch phone and speaks.

112

DREXLER

Defense shield... This is the Big Picture... Locate prisoner disposal shuttle-train... Good. Neutralize. All points strike. Disable internal override.

INT. SHUTTLE COCKPIT - NIGHT

Arlo and Jerry sit in the pilot's seat, Jerry to Arlo's left. Arlo's eyes relax as if losing consciousness.

Jerry presses Arlo's own hand against his neck wound.

JERRY

Keep the pressure... Arlo!

Keeping one hand on his neck's bullet wound, the shirt now red with blood, Arlo reaches into his pocket and hands Jerry the Drexlerin bottle.

ARLO

Give... to my daughter.

Jerry pushes Arlo's hand back.

JERRY

You're gonna give 'em to her.

Jerry reaches over to help Arlo push the shirt against the wound. Turning back to the radar monitor, Jerry sees a speeding blip approaching from below the right.

JERRY (CONT'D)

I got a Warhead. What do I do?

ARLO

Go faster.

Arlo's head wobbles, light-headed from blood-loss.

JERRY

Shit.

Jerry races the shuttle forward.

Arlo's eyes roll, drifting off to die.

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INT. DREAM SEQUENCE - SHUTTLE - (CONTINUOUS)

Arlo turns left to find a gaunt, pale child, sitting in Jerry's pilot seat, with a respirator mask over his face.

The child rises, smiles, and hands Arlo a yellow flower, then turns and walks to the rear of the cockpit, and disappears through the airlock window.

WATER SPLASHES through the airlock window.

Arlo moves to the airlock, to discover it's sealed by a steel-bar grate. Beyond the grate he sees 'Spike', the dolphin, swimming in the cargo hull. Arlo tugs at the bars to free Spike, to no avail. A voice calls:

VOICE (V.O.)
There's no way out.

A RED LIGHT FLASHES in the cargo hull. An ALARM BLARES.

Deep in Spike's eye, Arlo sees the spiral of Benni's yellow butterfly dream catcher.

END DREAM SEQUENCE

INT. SHUTTLE - COCKPIT - NIGHT (CONTINUOUS)

Waking and turning left, Arlo finds Jerry yelling as the war heads gain.

JERRY
There's no way out!

ARLO
Back... to Sky Town... fast.

Jerry looks at Arlo, confused, but turns the shuttle back, full speed. The warhead follows, gaining.

Racing the warhead back to Uberopolis, they pass dozens of evacuating shuttle trains.

The warhead gains. Moments from impact, Arlo's eyes close...

114

INT. DREXLER'S PRIVATE SHUTTLE - COCKPIT - CONTINUOUS

The last Uberopolis evacuees: Drexler, his pilot, Warden Arnold and Chief Kanu sit in Drexler's private shuttle.

Drexler looks out the windshield in time to see Arlo and Jerry's shuttle racing back toward Uberopolis, with three missiles only a moment behind. Drexler's eyes widen with disbelief.

DREXLER
Bastard.

INT. SHUTTLE - NIGHT (CONTINUOUS)

An instant before impact, Arlo opens his eyes, reaches up and throws three switches. Thrusters fire and the evacuation pod launches. Arlo pulls back on the control column.

Jerry watches, astonished.

EXT. UBEROPOLIS - NIGHT (CONTINUOUS)

The Evac-shuttle turns sharply up, out of the way of the warheads, narrowly missing the outer wall of Uberopolis.

The fuselage of the shuttle plows through the outer shield of Uberopolis. The warhead follows an instant behind, detonating and blasting Uberopolis to ruins.

INT. SHUTTLE - NIGHT (CONTINUOUS)

Jerry exalts with both arms in the air.

JERRY
HELL YEAH!! HELL YEAH!!

Jerry looks toward Arlo, to find him slumped, motionless, in his seat.

JERRY (CONT'D)
Arlo..?

Jerry reaches over and applies pressure to Arlo's neck.

115

JERRY (CONT'D)
Arlo... Come on, man... Arlo...

FADE TO:

EXT. CEMETERY - DAY

The green cemetery lawn contrasts against the gray sky. A small group of people with their heads hung solemnly, sit listening to a female orator give the funeral eulogy.

Behind the woman, a coffin. The woman's words are muffled by the wind and street traffic.

Laura, Jerry, Howard, John Carl and Rianna, sit teary eyed in a row. ARLO, at the end of the row, sits with a large scar on his neck; his face clean shaven, again.

Sitting next to Arlo, Franny reaches forward and touches Jerry on the shoulder. Jerry turns. Franny hands him a yellow flower.

FRANNY
I'm sorry about your son, Matthew.

Taking the flower, Jerry forces a smile.

The service concludes. The mourners rise. HOWARD approaches Jerry with a brief embrace, then somberly walks away, as the other mourners disperse for home.

Arlo and Rianna (followed by John Carl and Franny) approach Jerry and Laura as they arrive to their funeral car. Laura, enters the car, too anguished to look up and notice them. Rianna addresses Jerry.

RIANNA
If there's anything you need...

Jerry nods, appreciatively. Jerry eyes fall upon Arlo.

ARLO
You gonna be OK?

Jerry hesitates.

JERRY
It's always gonna hurt...
(his voice breaks)

Jerry hugs Arlo almost convulsively.

116

JERRY (CONT'D)
We went fishing... When you were in
the hospital... He gotta go fishing.

Arlo pauses, overcome by the weight of the moment.

ARLO
Maybe you can try again...

JERRY
(pausing)
I'm not sure I'm that strong.

Jerry pulls back from Arlo. The two men exchange a brief look of mutual regard.

Jerry slips into the funeral car with his wife. The funeral car drives away, leaving Arlo with his family on the cemetery lawn. Drizzle falls.

Across the street, TWO UNDERCOVER AGENTS watch Arlo from a parked sky-car.

Arlo picks up Franny and hugs her tightly. Arlo and Franny break their embrace and consider each other at close range, as Arlo holds Franny, perched on his forearms.

ARLO
You ready for your new school?

FRANNY
(nodding)
Mommy got me new clothes.

ARLO
I can't wait to see.

Arlo puts Franny down. Franny, John Carl, Arlo and Rianna slowly walk toward a sky-car. John Carl and Franny walk a few steps ahead of their parents.

RIANNA
The hospital released you this morning?

ARLO
Last night.

RIANNA
I could have picked you up.

117

ARLO

Didn't want to impose. The State
gave me a hotel room -and some new
friends while I'm in town.

Arlo nods toward the two undercover agents. Noticing Arlo's nod, one of the agents waves to Arlo.

ARLO (CONT'D)

Vince loaned me the suit...
(waving back to the
agents)

John Carl says you got an apartment
and a job?

RIANNA

Just a basic apartment. It's really
not much. And I'm substitute teaching
for Laura until a permanent position
opens. Jerry arranged it. We can
afford repatriation now.

John Carl and Franny get into the car and close the doors.
Arlo and Rianna stop outside of the car to finish:

ARLO

I'm not repatriating.

RIANNA

The kids are happy here --

The drizzle strengthens into a light rain.

ARLO

(nodding)

And Franny needs the good medical
care. I'll try to visit--

RIANNA

You can't be serious. You just spent
a month in intensive care and you
can't even try it here?... They
exonerated you. You're not a
criminal. They're giving the profits
from Tamara's A-cells to her
charities... We're having an election
soon. Things are changing.

Arlo lowers his eyes.

118

RIANNA (CONT'D)
...Don't you get it? The war's over!
You're the only one left fighting...
and for what?

Arlo's eyes survey his surroundings, hesitating to answer.

ARLO
Something better.

RIANNA
Is it so bad here? We can believe
whatever we want in...
(hesitating at her
own hypocrisy)
...our own homes...

Rianna purses her lips in frustration. The rain smears her VIOLET eye shadow, obscuring her tears.

ARLO
You're still beautiful in the rain.

Rianna surrenders a momentary smile.

RIANNA
You're still impossible.

Arlo smiles in turn.

EXT. HOVER-JET - NIGHT

A lone sky-cycle races above dark, barren fields and deserts. The sky-cycle glides through the doors of a large warehouse.

INT. WAREHOUSE - NIGHT

Arlo parks the sky-cycle, dismounts and strides confidently toward a hover-jet warming on the dock, next to a familiar figure: Dylan.

Arlo gives Dylan a quick wave. Dylan nods, closes the hover-jet's cargo hull and tosses Arlo the key.

Catching the keys, Arlo hops into the hover-jet, cranks the key and blazes out of the warehouse, back into the night.

FADE OUT:

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EXT. ORPHANAGE LOS ANGELES - DAY

A YOUNG BOY, maybe 8, helps a NUN wash clothes. She hangs them on the lines, as the hot LOS ANGELES sun beats down.

The little boy looks up at the sky where he sees a majestic floating SPACE HABITAT. A torus. Bigger than the moon but the same effect against the blue sky.

MAX
Sister?

NUN
Yes Max?

MAX
Are the people from there, are they different to me?

She looks over at the little boy for a moment, then goes back to hanging the laundry, as we CUT TO--

EXT. SPACE

We see the TORUS as it sparkles in all of its glory. We fly over millions of mansions covering the inner habitable side of the torus as it spins slowly in the sunlight.

NUN (V.O.)
They are not so different to you
Max. They are just rich. That's the only difference. They are rich.

EXT. LOS ANGELES - DUSK

Gleaming rockets take off, tearing through the atmosphere and into space from a run down SLUM in LOS ANGELES.

A LITTLE GIRL watches as they glow up into the heavens. Her shirt is dirty and riddled with holes.

NUN (V.O.)
You see one day the rich decided that Earth was too dirty for them and they wanted a new place to live, so they built Elysium.

EXT. ORPHANAGE - CONTINUOUS

Max looks over at the nun skeptically.

MAX
But they look different.

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2.

NUN
I don't think so. You think so?

Max nods, and we CUT TO--

A COMMERCIAL FOR THE NEW FALL LINE BY GUCCI.

Various supermodel-like faces come up on the screen. "A" through "F" lettered next to each head. A FINGER selects the "C" model, we realize it's a touch screen.

A BEAUTIFUL WOMAN takes her finger off the screen and walks into a MEDICAL BAY that sits in a high-end designer store. She lies down on an MRI looking machine.

The machine closes around her. A flash of light and then GUCCI reads across the image of the dazzling woman, her face looks instantly younger.

NUN (V.O.)
They just don't get old the same way as us...

EXT. ORPHANAGE - CONTINUOUS

Max goes back to scrubbing.

MAX
Do they get sick?

INT. GUCCI MEDICAL BAY

The MRI machine runs a laser up and down the woman's body. A computer monitor reads the diagnosis:

Trace amounts of CANCER. Certain smaller ailments. The laser changes color. RE-ATOMIZING comes up on the screen.

NUN (V.O.)
They have machines to fix that.
They live longer. They are very lucky.

BEEEP. Health check COMPLETED. 100% CLEAR.

The woman's name and details come up: AGE 97. She looks 40.

EXT. ELYSIUM - DAY

ELYSIAN MOTHERS push strollers past a perfect lawn. They chat as the curvature on the inside of the habitat stretches out behind them. They look healthy, happy, perfect.

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3.

MAX (V.O.)
I don't want to get sick. I want to
go there like them. Then I won't
get sick.

INT. SPIDER'S LAIR - NIGHT

Lines of humans wait to buy illegal tickets to Elysium from
gun-strapped SMUGGLERS. We see a MOTHER and DAUGHTER.

NUN (V.O.)
Well, some people do go there...

We see the little girl get a fake ELYSIAN ID NUMBER burnt
into her wrist. She winces. A FATHER and his YOUNG SON on
crutches step forward. The father places the dirty cash down.

EXT. SPACE - DAY

A filthy graffiti-covered rickety old space-ship shoots away
from earth, heading toward the magnificent ring in the sky.

NUN (V.O.)
Actually many people go there.

INT. IMMIGRANT SHIP

Throngs of illegal immigrants. The MOTHER strokes her
DAUGHTER'S hair. Coke bottles and garbage float in zero G.
The FATHER and his YOUNG SON lie waiting to land.

NUN (V.O.)
But it's illegal, they don't like
us there.

EXT. ELYSIUM - DAY

As the ship pulls up to the surface...

INT. PROTOCOL ROOM

A very high-tech cylindrical room on the inside of Elysium. A
tiny scroll of text blinks on a computer monitor:

ILLEGAL ENTRY. DISPATCHING HOMELAND DEFENSE.

EXT. ELYSIUM - DAY

The graffitied ship touches down. The back bay doors open and
the immigrants emerge. The MOTHER helps her sick DAUGHTER out
onto the lawn of this new utopia.

NUN (V.O.)
So they send us home...

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4.

The immigrants see HELICOPTER-LIKE VEHICLES dotting the skies, getting closer, filled with IMMIGRATION POLICE DROIDS.

The immigrants run for their lives. The father and son get caught, as a droid fires a net over them, trapping them.

MAX (V.O.)
All of us?

NUN (V.O.)
No, not all...

The mother and daughter escape through a hedge. The mother throws a rock through the window of a big empty mansion. She opens the door and carries her sick child inside.

INT. MANSION ELYSIUM - MED BAY

The mother finds an in-house medical bay. Like a large hospital MRI inside each of the Elysian homes. She puts the child down on the machine and presses the button. The machine scans the barcode on her wrist. The MRI closes around her.

NUN (V.O.)
Some people stay...

The mother watches a screen. The graphic on screen shows the RE-ATOMIZATION PROCESS. The machine opens, and...

The girl looks healthy. The screen reads: 100% CLEAR. The mother cries with happiness as she hugs her healthy daughter.

NUN (V.O.)
They stay as long as they can....

EXT. ELYSIUM MANSION - LAWN - DAY

The young girl and mother sit at a picnic, enjoying every second, watching artificial waterfalls in the distance, but--

They see little black dots on the horizon. Those helicopter-like vehicles. The mother wraps up fast, racing inside.

NUN (V.O.)
But sooner or later, they are found...

INT. ELYSIUM MANSION - DAY

The mother and daughter hide. The doors BLOW OPEN. HOMELAND DEFENSE droids raid the house. The mother is violently handcuffed, the girl trying to protect her is held down.

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5.

INT. DEPORTATION HANGAR - NIGHT

A huge hangar. ILLEGALS are lined up like cattle, waiting to be deported. The massive space shuttle waits as orange jump-suited humans climb on board. ILLEGAL ALIEN on their backs.

The mother and daughter are among them.

The immense shuttle lifts up and departs. Pan with it. Earth comes into frame. Huge and bright, it feels not far away.

NUN (V.O.)
And they are sent back here.

EXT. EARTH SLUM

The ship pulls up to a no name slum. The HUMANS are repatriated. Thrown out by ARMED DROIDS.

MAX (V.O.)
It's not fair.

EXT. ORPHANAGE - DAY

NUN
I know, I know my little Max. It's not fair. But one day if you become a rich man you can go there.

Max nods, determined.

MAX
I will be rich.

NUN
Oh really. That's good. How are you going to be rich?

MAX
I will be a dealer.

The nun whips her head over, looking at Max.

NUN
A dealer? Who have you been speaking to?

Max looks down and goes back to scrubbing.

MAX
Pedro. He said you can be rich if you be a dealer.

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6.

NUN
Well you just stop listening to
Pedro. I don't want to hear such
nonsense ever. Do you understand?

The nun turns back to her washing.

MAX
Yes sister.

Close-up on YOUNG MAX's face as he scrubs the clothing.
Thinking, dreaming of ELYSIUM. We slowly DISSOLVE TO:

INT. MAX'S SHACK - MORNING

Adult MAX leans forward in front of a small dirty mirror. He splashes water on his face. He is 30s, good looking, clearly from a troubled past. We see gang tatts run down his neck and arms. A small gold locket dangles from his neck.

EXT. LOS ANGELES FAVELA - MORNING

Max walks past serious GANGSTERS hanging out in the favela. A few GIRLS hang out with them.

GANGSTER
Off to work?

CARLO
Gotta be up early to work that
line, man.

The gangsters laugh.

MAX
Yeah, laugh it up, remember you owe
me bail money Carlo.

Carlo goes quiet. Max keeps moving.

Wide shot of the FAVELA: we see the thousands of rickety little houses and cinder-block shacks all interconnected.

TITLE: LOS ANGELES - FORMERLY UNITED STATES 2109.

What looks like the layout of the Hollywood Hills, overlooking a vast polluted population, seems to resemble Tijuana more than Los Angeles. Women hang laundry, police choppers fly overhead. Chickens squawk. Another day in LA.

Little favela CHILDREN suddenly appear, surrounding Max. They try and go through his pockets. He slaps their hands away.

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7.

CHILD 1
You got money?

CHILD 2
We want money!

MAX
You think I got money? I NEED
money, that's why I'm going to
work. Wait...do YOU have money?

The children look confused. Max catches one of them and turns him upside down, shaking him by his feet. A few coins fall out of his pockets. The other children laugh hysterically. Max puts him down and grabs a five dollar coin.

MAX (CONT'D)
Uh huh! Rich!

The kid grabs for it, the other kids dying with laughter.

MAX (CONT'D)
Now I can finally buy my ticket to
Elysium!

The kids laugh even harder. Max hands it back.

MAX (CONT'D)
Now fuck off.

The children run off laughing. Max continues down the sloping favela. Up ahead he sees:

HUNDREDS OF PEOPLE gathering. Ragged clothing, filthy and starving. A flying machine heads toward the mob.

It slows and hovers overhead. The airborne vehicle is mostly blue and has a UN peacekeeper vibe. ELYSIUM FOOD PROGRAM written on the side. Max keeps walking alongside the mob.

The rear bay doors open on the flying vessel and a robotic DROID presses a release button on the cargo controls.

Food aid bags begin ejecting out of the jet. The huge grain bags fall to the dusty ground. People fight over the food.

Max looks up at the droid. Its cold mechanical eyes looking down on the humans. Max watches as the jet seals up and flies away while the starving people fight fiercely over scraps.

INT. TRAIN - MORNING

Max stands in a crowded, filthy train. He watches LA skim by out of the graffiti-laden windows.

8.

He turns to see two ROBOTIC POLICE OFFICERS move through the train. They check passengers, one of them carries a portable scanner. They shine it at the HUMANS and their data comes up.

The Officers walk up to a bunch of decidedly dangerous looking GANGSTERS. Each of them is scanned. The robots pat the suspects down fairly violently.

GANGSTER
I'm clean, don't fucking touch me!

POLICE DROID
(robotic voice) Checked, move on.

The droids stalk through the train. They walk up to Max. He watches them coming. They scan him. He smiles, cheery.

MAX
Good morning officers.

POLICE DROID
Multiple felonies. Extended history of dealing. What's in the backpack?

MAX
Ah, you know, a little of this, little of that--

One of the Officers tries to grab Max's bag. Max resists.

MAX (CONT'D)
Guys seriously, I'm just on my way to work, this is my stop here.

The Officer is not happy with Max hanging onto the bag. Very quickly it whips out a telescopic BATON, as the train suddenly comes to a stop. People start getting off.

MAX (CONT'D)
Look, your stick's very scary, but this is my stop, okay? I don't want any trouble.

Max tries to walk. WHACK! The Officer lashes him across the knees, he falls. The second Officer grabs his neck and holds him down. The first one rummages through his backpack.

The train starts moving again. Max struggles to look up at the Officers since his head is down.

MAX (CONT'D)
That was my stop!

They subdue him violently, giving him a crack to the ribs.

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9.

The DROID is satisfied there are no drugs in the bag. He throws it next to Max on the ground.

POLICE DROID
You are scheduled for parole hearing
68 today. Thank you citizen.

They move on. Max lies on the floor, his lip bleeding now. He watches his stop disappear behind him. Then he slowly looks up, chin bloody, eyes staring at ELYSIUM, so far away...

EXT. ELYSIUM

The huge, 100 km diameter ring spins ever so slowly. Birds of paradise wave gently in the clean air. We pan over to--

A large government complex. THE CCB. Its metal exterior looks like a shiny version of the Pentagon.

INT. CCB HQ CONTROL ROOM

The control room is a large NASA mission control style room. Many workers sit at computer terminals. All of them are aimed at a huge wall-screen of data which projects a map of Elysium with incoming and outgoing shuttle flight paths, real time police data etc. At the highest seat of authority sits:

SECRETARY RHODES. Powerful, beautiful. Her eyes are cold, sharp, missing nothing. She is the head of the CCB.

CCB AGENT
Sixteen incoming ships, ma'am. We have permits for nine of them. Usual raw materials, cargo. Seven unaccounted for.

Rhodes watches the screen. Small ships incoming.

RHODES
Normal Monday morning. Scramble units for each of the landing sites.

CCB AGENT 2
Uh, actually ma'am, it looks like fifteen of our operational units were pulled offline last night.

Rhodes snaps her focus over to the agent.

RHODES
What?!

The agent is reading her terminal in real time.

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10.

CCB AGENT 3
Looks like they were decommissioned
by Minister Patel. We have six
active units, ma'am.

RHODES
Five of which are dealing with
yesterday's squatters?

CCB AGENT 2
And the immigrants in delta
quadrant. Would you like us to send
the standard warning to the
incoming ships?

Rhodes just shakes her head, disgusted.

RHODES
Yeah, that always works.

CCB AGENT 3
(checking comm) First undocumented
ship just touched down.

A massive satellite-image comes up, looking down on the
graffiti-riddled ship as it lands and ILLEGALS stream out.

OVERHEAD VOICE
We are tracking...24 illegals.

CCB AGENT
Ma'am, we need to dispatch our
available team to one of the
landing sites. Should we send them?

Rhodes looks at the little red dots on screen.

RHODES
Are there any active weapons
satellites?

CCB AGENT 4
Negative ma'am. Also decommissioned
two days ago. Along with all
terrestrial batteries.

Rhodes slides back in her chair watching the satellite feed.
She considers, the red dots spreading. Finally...

RHODES
How many of those incoming ships
are a debris danger?

Silence. A room of blank faces.

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11.

RHODES (CONT'D)
Simple question. If we shoot them
down...how many...are....a....
debris...danger?

A flurry of typing. Rhodes keeps her eyes on the ships.

CCB AGENT 3
Uh....Based on current flight
paths, two of them. But again, all
systems are offline.

The wall graphic changes, two of the ships go red. With a
warning and a graphic showing potential debris spill.

RHODES
Not completely offline... What
agents are currently active that
have access to class 5 weaponry?

CCB AGENT 4
We have two agents active that are
capable. R SMITH and M KRUGER.

RHODES
Activate Kruger. He's always
reliable.

CCB AGENT
Uh ma'am, that is a direct--

RHODES
I gave you an order.

CCB AGENT
Yes ma'am.

EXT. LIQUOR STORE LOS ANGELES - DAY

We see a man outside a dilapidated liquor store, his ragged
clothing covering his head like a Jedi. He picks at his
fingernails with a lethal looking knife. This is M KRUGER.

His wrist vibrates. He moves the burlap material to reveal a
shockingly high-tech device on his wrist built by RAYTHEON.

He clicks the ANSWER button, we see a wire running back up to
his ear. We cannot see his face. Not yet.

CCB AGENT 3 (ON COMM)
Agent 32 Alpha 21b. We are sending
a packet over.

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12.

Kruger pulls the ear-piece out of his ear. He clicks the wrist device, a large iPod style screen. INCOMING DATA.

INT. CCB HQ CONTROL ROOM

The huge wall-screen is a satellite image following Kruger into a deserted field. We see him overhead as he pulls a rope that removes a cover from a hole in the ground.

EXT. DESERTED FIELD LOS ANGELES - DAY

Kruger pulls out a stinger MISSILE looking device. He gets into firing position, the ugly snout of the giant bazooka housing multiple rockets.

He presses a button on his wrist device which syncs with the missile launcher. He aims at the sky.

KRUGER
System in place.

INT. CCB HQ CONTROL ROOM

Rhodes leans forward, inhales.

RHODES
Shoot them down.

CCB AGENT 3
Greenlight, 21b greenlight.

EXT. DESERTED FIELD LOS ANGELES

CLICK. He fires. Four small missiles snake up into the stratosphere many times faster than the speed of sound. Kruger is coughing on the rocket smoke. And laughing.

INT. CCB HQ CONTROL ROOM

CCB AGENT 4
Missiles away.

EXT. SPACE

Four MISSILES speed into space. Like tiny pixels against black, we see the ships hundreds of kilometers away.

We travel with one of the immigrant ships. We see Elysium up ahead, a small snaking missile screaming toward us.

BOOOOOM!

The missile strikes, the ship implodes and jettisons thousands of kilograms of shrapnel into space.

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13.

EXT. SHUTTLE

We see another shuttle filled with immigrants.

INT. SHUTTLE

A FATHER looks out of the dirty porthole. His face goes white as the missile snakes toward them. He holds his DAUGHTER.

EXT. SPACE

BOOOOM! The second ship is blown into oblivion. Sparkling glinting shards of metal sprinkle into the universe.

INT. CCB HQ CONTROL ROOM

The explosions fill the big wall-screen. One ship disappears.

OVERHEAD VOICE
Target neutralized.

The other one is gone.

OVERHEAD VOICE (CONT'D)
Target neutralized.

The screen is clear. The skies are empty again. Rhodes leans back, exhales. The room sits in total silence. Then...

OVERHEAD VOICE (CONT'D)
Secretary Rhodes please report to
the briefing center immediately.
Secretary Rhodes. To the briefing
center.

Rhodes stands up, straightens her jacket and confidently walks out of the control room. The agents watch her go.

EXT. DESERTED FIELD LOS ANGELES

KRUGER looks over to see two YOUNG BOYS who witnessed him firing the rockets. He tosses the weapon onto the ground.

KRUGER
Hey kids.

KID
Are you like...the police?

He pulls a lethal knife from his coat.

KRUGER
Not really.

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14.

As he approaches them with the knife, we CUT TO--

EXT. LOS ANGELES COUNTY HOSPITAL - DAY

The hospital is old, dirty, run down. And very overcrowded.

INT. LOS ANGELES COUNTY HOSPITAL - DAY

We move through the masses to find: MAX sitting, holding a tissue to his lip, still bleeding.

A NURSE emerges. She is beautiful, but has the look of not enough sleep and too much stress. This is FREY, late twenties. She slows when she sees him.

FREY

Max...? Max DaCosta...?

He smiles, but it pains him to smile.

MAX

Frey?! Long time.

FREY

Yeah.

She looks at his bloody lip, with a hint of disapproval.

FREY (CONT'D)

I see things haven't changed.

MAX

This, this isn't my fault.

FREY

Okay.

She takes out gauze, stitches, starts working.

FREY (CONT'D)

This might sting a little.

MAX

How long have you--

FREY

Don't talk.

He keeps his mouth shut, as she stitches him up. He looks at her, their faces close. She finishes. Max starts to talk but--

NURSE

Frey. They need you up on the third floor.

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15.

FREY
Be right there.

She packs up her stuff to go.

MAX
Hey, you think maybe we could...

FREY
Bye Max, you stay out of trouble.

Max just smiles. It still stings a little.

MAX
You know me... (she's gone) I'm
clean.

He sits there a moment. Alone. Then he grabs his bag.

EXT. BIOSPHERE FACTORY - DAY

MAX walks towards the entrance of the immense plant. Its smoke stacks pour pollution into the atmosphere.

The giant facility is ringed by a tatty chain-link fence with barbed wire. Guards at the front wave him through.

INT. BIOSPHERE FACTORY

Max walks into a busy safety prep area. He grabs a respirator MASK off a hook and is about to put it on when the FOREMAN stops him.

FOREMAN
Third time this month.

MAX
Yeah I know, sorry sir, won't
happen again.

FOREMAN
That's what you said last time. I'm docking thirty minutes. Get your act together, Da Costa.

MAX
Yes sir.

Max salutes, walks to the airlock separating the entry from the factory. As he enters the airlock, the Foreman yells:

FOREMAN
You're lucky to have this job.

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16.

MAX

Very lucky sir. I always dreamed of it.

The airlock hisses open, revealing:

The interior of the factory is MASSIVE. Thousands of workers slave over machinery. On the assembly lines, we see--

The familiar POLICE and MILITARY DROIDS of ELYSIUM. This is where their army is built.

Max walks through the huge space. He looks up to the second level office, where the CEO presides, standing at the glass:

INT. CARLYLE'S OFFICE - DAY

CEO JOHN CARLYLE is Elysian, rich. He watches over the factory through thick bulletproof glass. He sees all his little minions. He watches Max with cold attention.

INT. BIOSPHERE FACTORY

Max grabs his dolly off the rack and walks to his spot at the end of an assembly line. He keeps his eyes on Carlyle.

WORKER

Dude, you crazy? Don't look at him.

MAX

Whatever. You think he had his face peel this morning?

The worker laughs.

Max uses a foot pedal to load the new ROBOTIC head. He pulls the silicone cover down and stretches it over the steel skull of the police droid. He puts the head into the pallet.

Jump cuts: more heads, more silicone, more pallets.

Max walks them over to the kiln. Unloads them. Goes back, gets more. Unloads them. Gets more.

He gets a fresh batch of robotic SKULLS, he starts pulling the silicone over one, he completes it.

Max looks around the factory. He looks up at the CEO, to make sure he isn't watching. He's not there.

Max grabs a permanent marker and writes "FUCK THE POLICE" over the droid's face. He then covers it with the silicone.

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17.

The kiln is full. He shuts the door. He looks at the large buttons on the wall. CLICK he pushes THERMOPLAST. A large red light shines. Through the three-inch thick glass porthole, we see the massive microwave fire radiation at the DROID heads.

Once baked, the HEADS slide out of the back of the kiln. The light goes off. A warning comes up. COOLING.

And then SAFE TO ENTER.

Max disengages the door and opens it. The kiln is EMPTY, ready for more...

EXT. CCB HQ - DAY

The government building gleams. Outer space seen beyond it.

INT. CCB HQ BRIEFING ROOM - CONTINUOUS

The room looks like a military tribunal, all aimed at Secretary RHODES who sits alone with a single microphone, facing a panel of high-level POLITICIANS.

REP PATEL

Do you understand that this administration was elected on the basis we would be more compassionate to Earth? Do you get that? We promised a kinder, gentler rule. Instead, now we have a PR nightmare on our hands.

RHODES

Forgive me sir. I don't speak that language. I don't know what a PR nightmare is. I do however know that if this administration keeps dodging the real issue, then we will actually have a real nightmare on our hands.

REP BURRARD

The real issue?

RHODES

Jesus Christ. Yes the REAL issue. The ungodly influx of illegal immigrants into this orbital habitat. That issue. Go get your milk and cookies and go to bed, junior.

REP PENNY

How old are you, Secretary?

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18.

RHODES

I'm one hundred and eight, ma'am.

REP PENNY

Well perhaps that explains your penchant for resorting to twentieth century tactics.

Representative Patel lifts a file sitting in front of him.

REP PATEL

Then there's the use of this agent. A Mr M KRUGER. Fifteen human rights violations, spanning four territories, rapes, weapons charges, misappropriation of military resources, false flag operations, human rights atrocities--

REP PENNY

The guy's been diagnosed with serious psychological issues.

REP PATEL

We made it explicitly clear to you that we were no longer using sleeper agents. And this is the kind of person you hire? Some crazy sleeper agent hiding out on earth? You are a reckless fanatic, Rhodes.

RHODES

A fanatic? Sir, I am a patriot. I'm the one protecting our children from the great unwashed.

REP PATEL

I vote for a complete dismissal.

Not enough hands are raised. It's split.

REP PATEL (CONT'D)

Alright. Fine, let's reduce her classification to level two, make sure she never fires another missile. And let's discharge this (looking at paper) Agent Kruger permanently. All in favour?

The majority hold up their hands. Rhodes clenches her jaw so tightly we can see the muscles flexing under her skin.

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19.

REP PATEL (CONT'D)
Good. Effective immediately. Let's
update the protocol.

Patel puts his hand onto a biometric screen in front of him.
The screen reads his hand. BEEP. The other politicians do
the same on their screens. Beeeeep.

REP PATEL (CONT'D)
Secretary R Rhodes. Demoted to
level two clearance only.

OVERHEAD VOICE
Accepted. Secretary Rhodes demoted.

INT. PROTOCOL ROOM

The familiar high tech room. Two heavily-armed DROIDS stand
outside. Inside, we see a server array of computers, with
AIDEM written across them. A screen flashes:

SECRETARY RHODES DEMOTED - LEVEL TWO CLEARANCE ONLY.

INT. CCB HQ BRIEFING ROOM

REP PATEL
AGENT M KRUGER discharged from CCB.

OVERHEAD VOICE
Agent Kruger discharged
immediately.

The politicians take their hands off the screens.

REP PATEL
Thank you everyone, dismissed.

The politicians get up and leave. Rhodes accosts Patel,
getting in his way. She speaks low, deadly.

RHODES
Don't come crying to me when there
are so many of them here that this
place looks like Earth, and you
need a nuclear weapon to restore
order.

REP PATEL
Don't worry, I will have moved.

The politician turns, leaves. Rhodes watches him walk away.

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20.

EXT. KRUGER'S SHACK -- DAY

A tin shack sits in the baking sun. Various feral dogs roam around, barking. Poverty stricken children play.

INT. KRUGER'S SHACK - DAY

We see Kruger's hands using a CRKT tactical knife to RIP the boy's red sweater apart, he pulls change out of its pockets.

His shack is stuffed to the brim with a mixture of absurd Elysian weaponry, along with blades and swords and computer tech. Various women's high heels and clothing lie around.

Kruger's wrist vibrates. He pulls his sleeve back, "incoming encrypted NOTIFICATION."

"AGENT C M KRUGER immediate DISCHARGE from CCB. Please report to HQ for debrief - repeat IMMEDIATE DISCHARGE."

Kruger stands motionless.

A new text flashes: RETURN all weaponry to local EMBASSY.

Kruger punches the wall with immense power. Suddenly he grabs a throwing knife and hucks it out of the open door. We hear a dog yelp in dying pain. And then silence.

INT. PAROLE HEARING OFFICE - DAY

The office looks like the DMV. Throngs of plastic chairs line the large room. Up in front of the reformed criminals are:

Booths where PAROLE OFFICER ROBOTS sit. Like a cheaply built plastic robot version of a \$1 kids ride outside a grocery store, its mouth a simple speaker.

Tatoo-covered reformees sit and explain themselves to the plastic bureaucrats.

MAX sits holding his paper number. BEEEP.

OVERHEAD VOICE
Four hundred and thirty five.

Max walks to the cubicle booth. As he adjusts the chair and sits down, speakers in the booth begin playing.

CUBICLE SPEAKERS
Max Da Costa. 36 years old.
Incarcerated twice. 2.4 years, 3.5
years. Trafficking controlled
substances. Grand theft auto.
Vandalism.

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21.

MAX
Hi, hello, before we st--

ROBOT PAROLE OFFICER
Violation of penal code 221a today
onboard metro transit train c4
south.

MAX
Yes, I know, but if you would--

ROBOT PAROLE OFFICER
Immediate extension of parole
duration by a further eight months.

MAX
WHAT?! No no wait, this is a--

ROBOT PAROLE OFFICER
Police officers noted violent anti
social behavior. We regretfully
must extend parole.

Max clenches his jaw. We see his hands under the table
flexing. The robot who has only been looking straight ahead
adjusts its head to face Max for the first time.

ROBOT PAROLE OFFICER (CONT'D)
Elevation in heart rate detected.
Trace amounts of testosterone in
bloodstream. Would you like a pill?

A small container sponsored by PFIZER pops up from the desk.

MAX
No no, thank you. I just wanted to
explain that today was not my
fault. It was a--

ROBOT PAROLE OFFICER
Stop talking. Have you engaged in
the use or distribution of
controlled substances in the last
24 hours?

MAX
No. What? All of that is behind m--

ROBOT PAROLE OFFICER
Stop talking. Personality matrix
suggests a 78.3% chance of
regression to old behavior
patterns.

(MORE)

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22.

ROBOT PAROLE OFFICER (CONT'D)
Trafficking of and soliciting of
controlled substances. Theft. Would
you like to talk to a human?

MAX
(mocking in robot voice) No, I am
ok.

ROBOT PAROLE OFFICER
Change in speech pattern noted. Are
you being sarcastic and or abusive.

MAX
(still in robot voice) Negative.

ROBOT PAROLE OFFICER
It is a federal offence to abuse a
parole officer.

Max stands up aggressively and grabs his back pack.

MAX
Understood.

ROBOT PAROLE OFFICER
This meeting is adjourned. Next
meeting is in three days.

EXT. FAVELA OUTDOORS - DUSK

Max arrives home at the favela. RAP blares, GANGSTERS mill
about. YOUNG KIDS and single MOTHERS all over.

Max finally gets to his shack. JULIO, Max's lifelong friend,
drinks beers outside his place with some other sketchy
looking GUYS. Julio follows Max in and grabs a beer for him.

INT. MAX'S SHACK - NIGHT

Max opens his closet and starts putting his stuff down. Julio
hands him a beer and slumps onto the bed.

JULIO
What up man? How was the line?

Max takes a swig on the beer. Julio sees Max's lip.

JULIO (CONT'D)
Dude! What happened?

Max feels his lip. He shrugs.

MAX
The usual.

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23.

Julio leans forward and gets serious.

JULIO
Listen man...

Max anticipates what's coming and stops him.

MAX
Can we just skip to the part where
I say no?

JULIO
Hear me out first, okay? Please.

Julio takes a zip lock bag of weed out of his cargo pants.

JULIO (CONT'D)
I got a new connection, giving me
this shit for nothing, for dirt.
I'm selling it like crazy, man.
We're making good cash right now.

A beat. Max waits for the rest of the pitch.

MAX
I'm sorry, was that it? Was that
the whole pitch?

JULIO
Shut up--

MAX
No, I mean, did you rehearse that?

JULIO
Look homey, I don't want to be
selling this shit, I don't want
this life, just like you, but we
both want Elysium, right?

MAX
Yeah.

JULIO
So dude. Hello. You're like the
best hustler on the block, let me
hook you up, we go back doing it
old school, the two of us. I swear
to you, within a year we'll have
enough cash for IDs and a flight up
there.

Max lifts his pants leg to show Julio a parole anklet.

24.

MAX
I think you might have forgotten
this little guy. This fella means
ten-to-twenty next time. Got it?
Yeah I want to get up there, live
in a big house, eat all I want. But
I gotta save up, man.

JULIO
And how you gonna do that? Your big
hip hop career?

Julio laughs. Max laughs with him.

MAX
Shut up. I would have been awesome,
I had some sick rhymes.

JULIO
Ah, so it's not the rap career.

MAX
No bitch, I got a job. Unlike some
people.

Julio shakes his head.

JULIO
Pussy.

MAX
Idiot.

JULIO
Puta.

MAX
Shut the fuck up, get out.

Max stands up to force Julio out.

JULIO
You wanna step out for some fun? We
met some nice ladies on the beach.

MAX
Oh yeah, I'm sure, like the last
ones you got, what was it again?
Herpes.

JULIO
They can fix that shit on Elysium.

Max escorts Julio to the door as he speaks.

25.

JULIO (CONT'D)
Seriously, these girls are really
fine, they said they want to meet
you, we all going to Raza's.

Julio takes the small zip locked bag of weed and dangles it
in front of Max's face.

JULIO (CONT'D)
Sell me, sell me. Buy a ticket,
leave this shit hole.

Max laughs.

MAX
Get out.

JULIO
I will wear you down, you used to
be a LEGEND.

He pushes Julio out and shuts the door.

EXT. MAX'S SHACK - CONTINUOUS

JULIO
Now you make the po po!

Julio turns and leaves, meets up with the other guys.

JULIO (CONT'D)
No dice.

INT. HOSPITAL - LOCKER ROOM - DAY

Frey slides her RFID chip across a digital punch-card
machine. It beeps. Work is over. Frey stands there for a
moment. Another NURSE approaches her.

NURSE (O.S.)
Hey, you okay?

Frey turns, nods politely.

NURSE (CONT'D)
Well look, if you need anything
sweetheart, just lemme know. We all
wanna do what we can.

FREY
Thank you.

26.

INT. HOSPITAL WARD - DAY

Frey arrives at a ward that reads CANCER. She walks through rows and rows of sickly children in creaking, rusted beds.

Frey goes into a private area with a curtain drawn. She finds a YOUNG GIRL laying in bed. 6 years old.

Frey checks the girl's vitals, charts. And then Frey just looks at her. And runs a hand through the girl's hair.

This sick kid is her daughter MATILDA. A beat. And...

A DOCTOR arrives.

DOCTOR

Hey. I was wondering if we could have a quick word.

INT. X-RAY LAB - DAY

The Doctor finds an empty room, and they go inside.

DOCTOR

Look, Frey, you know we've done everything we could for your daughter, right?

FREY

What do you mean COULD?

DOCTOR

I'm on your side, okay? But I had a meeting today with the board and they're recommending we send her home with you.

Frey's eyes well up. But she remains calm.

FREY

But...how can I work here and leave her at home? You know that she could...it could happen any minute.

DOCTOR

I know, I know. If she has a seizure, you can bring her back to the ward. But until then, she's discharged. We're not a rich facility, we need that room back.

Frey slowly shakes her head as though this isn't happening.

27.

FREY

Can I just have till the end of the week? There are more supplies I have to get, please. Please.

DOCTOR

Alright.

FREY

Thank you. Thank you, Dr. Faizel.

The doctor turns and leaves. Frey leans back against the wall. She puts her hands to her face.

EXT. LOS ANGELES FAVELA - MORNING

Morning light. The sound of dogs and chickens once more.

INT. MAX'S SHACK - MORNING

Max sits up as his alarm goes off. He splashes his face with water, looks into the mirror.

INT. BIOSPHERE FACTORY - MORNING

Max walks along with many other slum dog FACTORY WORKERS. They put on their MASKS and pass into the airlock.

INT. BIOSPHERE FACTORY - DAY

Max lifts yet another batch of HEADS onto the dolly. He wheels them into the kiln, unloads them. He goes out, gets one more, puts it in. He hits the button. The door shuts and then JAMS. He looks inside: one of the pallets is skew.

He hits the CANCEL button, but it doesn't open the door.

He looks around for help. He walks to the guy next to him.

MAX

Hey man, can I bug you for a second?

WORKER

What? They gonna dock our pay.

MAX

Yeah, it's just, the door is jammed. Have you seen that before?

He follows Max to his kiln, looks through the half open door.

WORKER

Huh, shit that's weird. I think it's that skew one there, see that?

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28.

MAX

Yeah, but I can't reset it to open.

WORKER

Well just squeeze through.

MAX

What? Fuck that.

WORKER

Yeah, it's fine, fuck it, I have to get back.

The worker goes back over to his assembly line.

Max looks around nervously. The Foreman at the far end of the factory motions for Max to get back to work.

Max points at the broken door, but the Foreman doesn't care. Max looks back at the door, sees the skew palette.

MAX

Why the hell didn't I take the Burger King job?

Max takes a breath, and tries to squeeze through the gap. He pops his body through and is inside the kiln. He goes over to the heavy palette and starts to straighten it.

BEEEEEEP. The door suddenly snags free and....SHUTS.

Max rushes to the door. He bangs hysterically on the glass.

The KILN fires up, we see WAVES OF HEAT DISTORTION as the RADIATION engulfs us. Max screams and collapses to the floor.

An emergency alarm sounds. Computer monitors read "ORGANIC TISSUE DETECTED K 34." The factory shuts down.

UP ABOVE: CEO Carlyle walks back to his window, he sees workers run to Max's kiln. A large overhead siren wails. On the window, we see holographic projections of BIOSPHERE stock prices falling with each second of non-production.

Max struggles to stay conscious. We see the Foreman rush to the door, other workers using CROWBARS to wrench it open.

They force it open and allow a small BOMB DISPOSAL-STYLE ROBOT to enter. It wheels itself up to Max and scans him. It grabs Max with its robotic pincer and starts to drag him out.

Max lies on the floor unconscious as he is dragged.
CLOSE UP: Max's face.

29.

FLASHBACK:

EXT. ORPHANAGE - DAY

YOUNG MAX sits outside on a dilapidated merry go round in the dirty, sunny orphanage playground. He has his head in his lap. His eight year old knuckles are bloody.

The NUN we saw earlier walks out into the empty playground. She calmly sits down next to him. He lifts his head and looks over at her, he has a bloody nose.

MAX
It wasn't my fault, sister.

NUN
Yes I know. I know, Max.

Max slumps his chin onto his knee, squinting in the sunlight. We see ELYSIUM through his POV.

MAX
I just want to go there.

The nun looks at the broken boy for a beat. She delicately reaches around her neck and unclips a gold chain. At the end of it is a small spherical pendant. She points up at Elysium.

NUN
You see how beautiful it looks to us from here?

The torus looks stunning, glinting in sunlight.

MAX
Yeah.

NUN
Well, look how beautiful we look from there.

She opens the locket and it reveals a photo of EARTH from space. The blue marble. Equally stunning.

NUN (CONT'D)
You keep this. This is yours now.
To never forget about where you come from, little Max.

She puts it into his hand. He closes his fingers.

30.

INT. FACTORY MED BAY - DAY

MAX POV: a blurred figure overhead. The image comes into focus. It is the small optical array "head" of the HAZMAT ROBOT. It runs a scan of him. A laser skims over Max.

MAX
What.....what....happened?

He looks over to see he's in a gross little med bay. He sees a porthole embedded in a thick blast-proof door. The Foreman looks through it at Max.

EXT. FACTORY MED BAY - CONTINUOUS

Carlyle walks with purpose. Two heavily armed 24/7 security droids walk with him. As Carlyle approaches the Foreman, he takes out a Prada handkerchief, so repulsed by the setting.

CARLYLE
What the hell is going on? Why has production stopped?

FOREMAN
Sir, an accident in one of the thermoplast kilns, he's been exposed. (nodding at med bay)

CARLYLE
Don't breathe on me, cover your mouth.

FOREMAN
Sorry sir.

CARLYLE
Are you telling me that our assembly lines are down because some worker got irradiated? Is that what you're telling me?

The Foreman averts his gaze, turns to some SUPERVISORS. He gives them a sign to start up. We hear machines rev to life.

FOREMAN
Sorry, sir.

Carlyle moves to the glass porthole and looks in at Max. Max looks back. Their eyes lock.

CARLYLE
I assume he signed the usual waivers. Does his skin fall off or something?
(MORE)

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31.

CARLYLE (CONT'D)
I don't want to replace that
bedding in there, just get him out,
get him out of there.

Carlyle turns and leaves.

INT. FACTORY MED BAY - CONTINUOUS

HAZMAT ROBOT
You have endured a level four
radioactive exposure.

Max is frozen as he hears the news.

HAZMAT ROBOT (CONT'D)
Your white blood cell count will
diminish rapidly, followed by
multiple organ failure. Finally
cardiac arrest, resulting
approximately twenty days from
exposure.

Max's hand grips the bed linen and crushes it.

HAZMAT ROBOT (CONT'D)
For legal reasons we ask you use
the secondary exit from the factory
to avoid contamination of staff.

The robot drops a bottle of pills on Max.

HAZMAT ROBOT (CONT'D)
MIPOROL will abate symptoms.
Thank you.

The robot wheels itself out of the room. Max lies alone in
the tin bed. He looks over at the porthole. The Foreman
leaves the window. Max watches as he disappears.

Max lies back and slowly looks up at the roof. He tries to
control his breathing. He grits his teeth. Bites down hard.

EXT. BIOSPHERE FACTORY - DAY

Max hobbles out of a steel door into the LOS ANGELES
sunlight. His face is white and sick. His eyes black.

A wall of bulletproof plexiglass runs the length of the exit.
A thick yellow line shows the side WORKERS must stay on. Max
slowly puts one foot in front of the next, struggling.

Carlyle comes out of the factory on the other side of the
glass escorted by his security droids. A magnificent ELYSIAN
shuttle, like a Rolls Royce, sits waiting for him.

32.

Max sways with nausea, he loses his footing, steps over the line, supports himself on the glass. INSTANTLY, sentry GUNS aim at him, getting too close to Carlyle.

SECURITY SPEAKERS
You have stepped into a restricted area. Please step back into the approved area.

Saliva drips from Max's mouth as he looks up at the guns and over at Carlyle, staring through the glass.

Carlyle is about to climb into his shuttle. He looks over at Max. Then he covers his face with his handkerchief, and climbs into the SHUTTLE. Max steps away from the plexiglass, as the turbines spool up. The guns return to neutral.

INT. TRAIN - DAY

Max sits in one of the chairs. He is awkwardly slumped. His face a sallow pale white. A thick glaze of sweat coats his features. His black bagged eyes look out over the city.

EXT. FAVELA - DUSK

Max hobbles very slowly up the stairs into the favela. The little CHILDREN circle him, curious about what his ailment is. Max is too weak to disperse them.

EXT. MAX'S SHACK - CONTINUOUS

Max is able to see his shack. Julio and the others are crowded around the area. Julio looks over at Max.

Max hangs onto the wall to stay upright. Julio runs to his friend. Max collapses and falls to the dirty favela floor.

JULIO
My god man, what happened? MAX!

INT. MAX'S SHACK - NIGHT

Julio has Max draped over his shoulder, other gangsters push the door open as Julio brings him inside and slumps him down on his bed. The others follow. Lots of noise and commotion.

Max looks over at the gangsters, weakly.

MAX
Get out, get the fuck out.

The gangsters all leave. Except Julio who sits on his bed.

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33.

MAX (CONT'D)
Go.

JULIO
No. No man.

Max looks over at his backpack, tries to reach it, his hands tremble. Julio leans and grabs it for him.

MAX
Water.

Julio runs out. Max slowly pulls the MIPOROL out of the bag, Julio comes back with a coke bottle filled with water.

JULIO
What's going on, Max?

Max ignores him and swallows the pills, sipping the water.

MAX
Can they really cure anything up there?

JULIO
Yeah, man...they fix it all.

MAX
I need to get up there. Now.

JULIO
Do you have any cash?

Max shakes his head.

JULIO (CONT'D)
Listen, you can have everything I have, but a ticket from Spider is like 90, I don't even have half that yet, I been saving. Any other coyote will probably be double.

MAX
I don't want your money. I just need to see Spider.

EXT. SPIDER'S LAIR - NIGHT

In the baddest area of the LA favelas, we find Spider's lair. Thumping reggaeton spills out into the night air. Max and Julio push their way through the busy sidewalk to the lair.

34.

INT. SPIDER'S LAIR

A fat BOUNCER sits in front of a dented steel door. GANGSTERS lounge with GIRLS in skimpy clothing, maybe prostitutes. Max and Julio approach the bouncer.

JULIO
We need to talk to Spider.

The bouncer ignores Julio, keeps chewing on his toothpick.

MAX
Heey...

Max's voice is breaking from the sickness.

MAX (CONT'D)
Hey, asshole. We need to get in.

The bouncer carelessly motions to another THUG who sits on a plastic produce box, with an AK47 slung across his chest. He gets up and uses a metal detector on Max and his chum.

THUG
Clean.

The bouncer waves his fat arm without looking at them. The thug pushes the steel door open and Max enters.

Max and Julio walk into the lair. The halls are bustling with people. Max and Julio walk past hookers and dealers.

Max knows where he is going, he's clearly been here before. They finally reach a door leading to a large room, and enter--

INT. SPIDER'S LAIR MISSION CONTROL - NIGHT

The mission control is where the illegal shuttles are launched from. The room is a strange combination of wall-sized plasmas and a favela. Litter and exposed brick next to super computers and monitors displaying flight routes.

TEN TECHIE GANGSTERS are working on computers.

It is the opposite of the clean, pristine CCB CONTROL ROOM.

We see a MAN orchestrating the scene, he sits in a chair. He leans back throwing a football up toward the roof and catching it. This is SPIDER. A walking stick lies next to his chair. One of his legs is paralysed. Despite his disability, he is muscular, powerful, almost regal in his shabby throne.

As the ball lands in his hands, he looks over at Max.

35.

SPIDER
You look like shit.

Julio helps Max into the room. He collapses into an empty chair, knocking over some cans and bottles and a keyboard.

SPIDER (CONT'D)
Goddamn, watch yourself.

Spider leans closer to Max, looking at him.

SPIDER (CONT'D)
What the hell's wrong with you?

MAX
I'm sick, I....I'm dying.

SPIDER
Interesting.

MAX
I need to get up there. I can pay you back when I'm cured, when I'm better. Then I can do whatever you want. But I need to get up there.

Spider leans back in his chair. He starts laughing. Some of the other techie gangsters start laughing with him.

SPIDER
Oh man, that is priceless. You think you just waltz in here and demand a ticket, and I'm going to give it to you like I'm some kind of magic genie that grants wishes or some shit? Maybe I can lend you my flying rug too.

He laughs. Max gets really close to Spider's face.

MAX
How many jobs did I do for you? How many? I'm asking for help here, I need help Spider, please.

SPIDER
Do you have any idea how many idiots come in here saying this same bullshit? Do you think I'd be able to put food in my children's mouths if I ran a fucking charity? The fuel alone is more than 85% of what I charge. And forging an identity for you?
(MORE)

36.

SPIDER (CONT'D)
That's two programmers for six days
straight. Who's gonna pay for that?
SERIOUSLY get the fuck out.

Spider turns back to the tech guys.

JULIO
I told you. Let's go.

Julio starts helping Max up. They are moving toward the door.
Spider returns to throwing his ball up in the air and
catching it. But suddenly he stops.

SPIDER
Wait... You said it's terminal?
This disease thing?

MAX
Yes.

Spider tosses the ball in the air, catches it as he thinks.

SPIDER
You willing to take a chance then?
There's something I always wanted
to do, but no one had the balls to
do it.

Spider grabs his walking stick and hobbles over to them.

JULIO
I don't like the sound of this.

MAX
What is it?

INT. SPIDER'S LAIR ARMORY

Spider leads them inside. Serious guns and ammo lie all over
the place. Spider goes over to a pile of tech and starts
rummaging for something. He finally pulls out a small device:

SPIDER
Here we go.

The size of a matchbox, it has a tethered tail of wire caked
in old blood. He puts it on the table in front of them..

SPIDER (CONT'D)
That my friend, is your ticket up
there. One last job for me, earn
your way up.

37.

MAX
What is it?

Spider leans back against the wall, getting more comfortable.

SPIDER
Take an Elysian asshole, a
billionaire, he's down on earth
doing some business, whatever. We
hijack him OK?

MAX
Fuck that.

SPIDER
Relax. It gets much worse. Forget
his watch, forget his ride, forget
all that shit. (he taps his brow)
This is what you take. Organic
Information right out of his head.
Bank codes, passwords, log in data.
Access to billions. We got a few
hours before they figure it out and
switch the codes, you've extracted
enough to fund your own army.

Max shakes his head, points to the data-port.

MAX
You know what the failure rate is
with those?

SPIDER
Yeah. It's why all these pussies
always bail on me.

MAX
We couldn't even get into a
hospital to install it.

SPIDER
No no, HOSPITAL? What the fuck? My
guys are very skilled. You don't
have to worry.

JULIO
Your GUYS? Are you kidding?

SPIDER
Hey. These boys can hot wire a car
in under ten seconds.

38.

JULIO
So that means they can perform
brain surgery?!

Spider looks at Max.

SPIDER
C'mon, you know it's your only
option. You do this for me, I
guarantee you a clean ID and a
ticket up there. All you have to do
is walk into a house and use the
med bay. Bingo, you're cured.

MAX
You swear?

SPIDER
On my children's life. Once we
verify the data, I'll give you a
one way ride, all expenses paid.
I'll even throw in snacks and a
drink.

Spider smiles, continues--

SPIDER (CONT'D)
Sandro will do the surgery, he's
good, we do it right here. But
actually...

He rummages through more tech for something. He finds it:

A HULC SUIT. A metal exoskeleton that fits to human limbs. It
looks like a clump of STEEL, a dirt-bike chassis with joints.

SPIDER (CONT'D)
You seem all weak and fucked up, so
I'd have them install this too,
you're already under the knife
right? Ensure mission success.

He slaps the HULC suit.

SPIDER (CONT'D)
Shit is hardcore. Last guy blinged
it up a little, but it runs real
good.

The HULC on second inspection has been "lowridered." Chrome
and sparkle green paint with gang artwork. Max considers.

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39.

MAX

I pick the team, I don't want your
attack dogs turning on me when
things go bad, and small numbers,
just four of us.

SPIDER

Nah, I'm sending my own data
wrangler, I don't want to fuck this
up, brain to brain data is real
tough. Small numbers, yeah sure.
I'll give you Manuel, BALLS OF
STEEL. You want him around. So
that's two plus you.

MAX

Do you know who the mark is?

SPIDER

I got some ideas, some rich
business guys.

MAX

No. I know who it is. I know
exactly who it is.

SPIDER

Oh yeah? Who you thinking?

MAX

John Carlyle.

Spider starts laughing. Julio looks down shaking his head.

SPIDER

The CEO of Biosphere, CARLYLE?
That's better than any shit I
woulda came up with. Fucking guy
BUILT Elysium, built their
operating system, built the police
droids. You aim high son. Good job.

MAX

Yeah. He's gonna pay.

SPIDER

Okay, you can shoot this
motherfucker, stab him, do whatever
you want, just don't damage his
head. Then you plug into his brain,
Sandro copies the data to you, and
bingo. You're sipping margaritas on
Elysium by sunset.

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40.

Spider starts to move, but--

MAX
I want another ticket.

Max points at Julio. Spider slows.

SPIDER
And if I say no?

MAX
Good luck finding somebody else.

Spider looks at Max, knows it's non-negotiable.

SPIDER
Alright. Two tickets up there.
Thirty minutes, downstairs.

Spider leaves the room.

JULIO
You can't seriously be considering
this.

MAX
You know a faster way to get up
there?

Julio has no answer. Max gets close to him.

MAX (CONT'D)
This is it, man. This is our ticket.

EXT. SPIDER'S LAIR - NIGHT

Gangsters mill about. Laughing. Smoking spliffs. A bevy of young favalitas flirting with them. We see a wiry gangster MANUEL among them. The fat guard sits with his AK47.

FREY approaches the lair. She wears a hoodie over her nurse's uniform. She pulls out a crumpled piece of paper with an address. She looks up at the lair and triple checks the address. She watches the seedy patrons of Spider's world.

She reaches into her pocket and pulls out a wad of cash. It's clasped together with a rubber band. She looks down at it.

And then puts it back in her hoodie. One of the tatted thugs suddenly spots her. He is swigging from a tequila bottle.

THUG
Hey, hey Baby.

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41.

Frey turns away.

THUG (CONT'D)
I ain't seen you around. Hey where
you going? Come back here.

He starts walking after her. He grabs her arm.

THUG (CONT'D)
I SAID....where you going?

She tries to tug her arm loose.

FREY
Please. Just let go.

THUG
C'mon, don't be like that. I can be
real friendly.

Manuel sees what's happening.

MANUEL
Hey! Marco, let her go.

Frey rips her arm free and briskly walks away. The thug
laughs and holds up his tequila.

THUG
What? I just wanted to talk.

As Frey turns, she sees a silhouette in one of the windows of
the lair. It's MAX. Their eyes meet. She's not surprised to
see him in this criminal world.

She lowers her head, and walks away. He watches her go in her
uniform, the one clean thing in this dark, dirty world.

INT. ELYSIUM - RHODES HOUSE - DAY

RHODES enters her house. A ridiculous palatial mansion. She
puts her keys down on the marble center island. She tosses
her jacket over a chair as she walks out to--

EXT. RHODES HOUSE - DAY

Rhodes walks by the marble and granite infinity pool. Her two
little DAUGHTERS sit on the grass playing with dolls.

GIRL 1
Hi mommy!

RHODES
Hey sweetie.

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42.

GIRL 2
How was your day?

RHODES
It was...difficult, sweetheart.

GIRL 2
Do you want to play?

RHODES
In a minute. Mommy's got to make a call first.

She sits down at a patio. Her daughters go back to playing on the grass in front of her. She dials into her wrist device.

RHODES (CONT'D)
I hope I'm not intruding. But we need to talk.

INT. BIOSPHERE FACTORY - CEO OFFICE - DAY

Carlyle stands in his office. Rhodes is visible, an image projected in front of him.

CARLYLE
No intrusion. Go ahead.

RHODES
I've had a bit of a setback.

CARLYLE
What? What happened?

RHODES
I have lost certain executive abilities. If we are going to pull this off, we need to do it soon. Extremely soon.

Carlyle looks over at a computer server array.

CARLYLE
What do you think I've been doing down here? You think I enjoy spending time on Earth? I'm going as fast as I can, believe me, but if you want to control an entire mainframe, you need to get it right. Now, when's the soonest you can get down here so I can hook your biometrics into the program?

43.

RHODES

I'm afraid that's not going to be possible. There's no time.

CARLYLE

Well I don't feel comfortable moving this data if it's not wired to you. That's a blank cheque, it's too risky.

RHODES

Unfortunately, that's how it's got to be. I need you here in 12 hours.

Carlyle tightens.

CARLYLE

I'm sorry, Secretary, was that an order?

Rhodes bites down, trying to stay calm, respectful.

RHODES

Look, you designed the original, you're the genius, I have full confidence you can figure it out.

CARLYLE

Well that's very assuring, but it took me decades to make that program, DECADES, it was built to be impenetrable. This has to supercede that. We're not dealing with the grays of politics here, it's numbers, codes, variables--

RHODES

All of which is meaningless if I can't upload it. So, please, sir, just get it done.

Rhodes clicks off her headset and watches her girls playing on the lawn. So peaceful, so happy. They smile toward her.

Her gorgeous HUSBAND comes out of the house. He hands her a drink and starts massaging her neck and shoulders.

HUSBAND

You seem tense.

She shrugs his hands away.

RHODES

I am tense.

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44.

Rhodes rises and joins the girls. They play on the grass together, a beautiful happy family. Off this tableau...

INT. SPIDER'S LAIR - NIGHT

Julio and Max walk through dark, dirty halls following Spider to a staircase descending deeper into the lair.

INT. SPIDER'S LAIR SURGERY - NIGHT

The basement level room looks like a veterinary clinic, covered in graffiti. In the center is a makeshift surgery bed and several stainless steel tables of old medical equipment.

Around the table are three GANGSTERS wearing green medical aprons over baggy pants. One of them pulls his mask down to speak. His face is tattooed. He is smoking a joint. He takes it out, looks at Max.

SANDRO
Is this the guy?

SPIDER
This is him.

The other gangsters laugh. Sandro takes a drag.

SANDRO
Shit, we gonna cut you up real good.

SPIDER
Play nice, Sandro, play nice. And let's get him an ID first.

Sandro yells back at the guys.

SANDRO
Ok man, let's get the chief one of them identification codes!

One of the "surgeons" hands Sandro a device that looks like a nail gun. The end has a laser lens.

SANDRO (CONT'D)
Wrist up, bitch.

Max extends his wrist. Sandro places the device over it. He clicks the trigger, the tip of the device burns the ID into Max. There is a slight amount of smoke. Max grits his teeth.

SANDRO (CONT'D)
Have to burn it right in there,
merge it with the DNA.
(MORE)

45.

SANDRO (CONT'D)
There you go, chief. Now you fit
right in. Like you were born there.

Max looks down at the barcode.

SANDRO (CONT'D)
And now for the real fun.

Sandro holds the small data port in his latex gloved hand. He taunts Max with it. Max doesn't respond. He just starts taking off his shirt. Slow, steel. Resolved.

MONTAGE - MAX is naked in a tiled room as they hose him down. His hair is shaved. They draw incision lines on his bald head. We see computer monitors of vitals and internal images.

SANDRO (CONT'D)
Move it over to vivisection.

MAX lies on a surgical table. Sandro stands over him. The other gangsters are getting ready. We see carts wheeled in, full of the most godawful looking saws and instruments.

MAX
When this thing is installed, will
it hurt?

The gangsters laugh.

SANDRO
Yeah bitch, it's gonna hurt.

A gangster grabs Max's hand and shoves a needle in between his fingers. Max winces in pain, but doesn't make a sound.

SANDRO (CONT'D)
Yo, Pablo, d'you got the bone saw
down here?

PABLO
Nah, it's upstairs man.

SANDRO screams up the stairs.

SANDRO
Yo! Marianna, hey, get the bonesaw.

We hear mumbling coming from up the stairs.

SANDRO (CONT'D)
Huh?...what!? I can't hear shit,
just get the bone saw bitch.

Spider grabs his walking stick, he turns to go.

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46.

SPIDER
Alright, this is where I leave.

Max slowly exhales. A tear runs down his cheek as he watches Spider go. Julio sits in the corner watching his friend.

PABLO
Don't cry homeboy. We gonna make you a fucking favela NINJA.

GANGSTER
You gonna be a cold blooded killa.

Sandro looks over at Julio.

SANDRO
You should take a walk now.

JULIO
No, I'll stick around thanks.

He looks at Max who looks back. Max smiles. He gives the thumbs up. Julio nervously smiles back.

POV - we see JULIO'S silhouette become blurred and fade...

TO BLACK.

SANDRO
Ok...he's out...bring in the ENDO.

A large robotic bone-saw comes down and saws off the top of Max's skull like a cap. We look down on Max's face, his eyes closed. Specks of blood on his chin and neck.

PABLO
Alright...full cerebral scan...in
2...1...

The image fades out....

EXT. FAVELA - FLASHBACK

A filthy YOUNG MAX sits on the steps of a shack. YOUNG JULIO is with him, joking and laughing.

An OLDER TOUGHER BOY comes down the stairs with a few other young gang members. Max stops laughing. The older boy slaps him across the face.

OLDER BOY
You think this is a joke?

Max rubs his cheek.

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47.

MAX
No.

OLDER BOY
Good. (takes out butterfly knife)
because you (taps him on the nose
with the knife) need to act serious
if you wanna be in our gang.

The other older kids laugh.

OLDER BOY (CONT'D)
Now, I want you to go into her room
and steal something.

He points up to a shack high on the hill. A YOUNG GIRL leaves
carrying laundry.

OLDER BOY (CONT'D)
Make sure it's something that makes
me believe it's hers.

Max looks embarrassed. He leaves holding his head down.

He sneaks up the street. As he gets closer to the house, he
starts stalking, making sure the girl doesn't see him. He
hides himself behind a wall, and sneaks into--

INT. SHACK - DAY

Max creeps into the girl's room. He starts looking through
her stuff. She has very little. He opens a drawer in the
dresser, a small worn woman's WATCH sits alone.

He steals it. He turns to leave but...the GIRL stands at the
door holding the laundry basket looking at him.

YOUNG GIRL
Please Max. Please. Give it back.

Max runs for it and knocks her over as he races away. As he
disappears into the hazy favela, we return to....

EXT. SPIDER'S LAIR - DAWN

Dogs bark, sirens on the horizon. The dawn air looks crisp.

INT. SPIDER'S LAIR

A small window lets the morning light in. Max is lying on a
gurney. His head is bandaged. He slowly painfully sits up.

The HULC suit servos whine as he moves. He feels the
aluminium cladding over his body. IV cables dangling.

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48.

He looks out the window, sees kids playing with a tattered soccer ball. Feral dogs. He looks up into the morning sky to ELYSIUM floating peacefully.

He slowly raises his hands to his bandaged head, he starts pulling the bandages away. Julio enters the room.

JULIO
Whoa whoa, don't do that, hang on.

Julio turns to yell up the stairs.

JULIO (CONT'D)
Hey HEY! He's up.

Julio walks over to Max, looks at him.

JULIO (CONT'D)
You OK man?

Max shrugs.

JULIO (CONT'D)
Does it hurt?

Max slowly nods.

JUMP CUT: a dirty GHETTO CHICK hands Max a glass of water and a handful of pills.

GIRL.
They said you gotta take em all.

JUMP CUT: Sandro checks Max's eyes with a doctor's penlight.

Spider enters the room. Max is looking at the joints where the HULC is bolted through his flesh into the bone.

MAX
What is this...?

Spider looks at him, smiles.

SPIDER
Your way out.

EXT. FAVELA - MORNING

Julio stands in the morning light. A cigarette dangles from his lips as he caresses the fresh ID on his wrist.

Manuel and Sandro lean up against their crime vehicles. They all watch Max come slowly toward them.

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49.

MANUEL
What's up, partner?

He goes in for a gangsta style shake, Max reciprocates.

MANUEL (CONT'D)
I'm your wingman today. How's that suit working out for you? I always wanted one. Surgery scares me too much. But fuck me. That is tight.

MAX
Where are the guns?

Manuel takes a final drag, flicks the cigarette and pulls out his heavy duffel bag. He slams it down on the hood of the car, unzips it and pulls out an old AK47. Hands it to Max.

MAX (CONT'D)
What is this? Family heirloom?

MANUEL
No no, wait for it.

Manuel leans into the bag and pulls out a few magazines. He pops some of the rounds out into his hand. They don't look like normal bullets at all, more like miniature tank rounds.

MANUEL (CONT'D)
Air bursting ammunition.

He takes the gun from Max and hands him the bullets. He lifts the AK and shows Max a crazy Russian attachment at the end.

MANUEL (CONT'D)
Designate your enemy (click button) and any round you fire will explode around them, five meter kill radius, that shit will fuck you UP.

Max takes the gun and practices hitting the button.

MAX
Hmm. Yeah, this'll do.

Max climbs into the GTR and Julio hops in the driver's seat. Manuel hops into the pickup while Sandro fires up the engine.

EXT. BIOSPHERE FACTORY - DAY

The huge factory pollutes the LA sky.

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50.

INT. BIOSPHERE FACTORY - CEO OFFICE - DAY

Carlyle types fast on his keyboard. His screen flickers:
SEQUENCE COMPLETE.

INT. CCB HQ CONTROL ROOM

Rhodes sits at her terminal in the huge CCB control room. Her wrist vibrates. She casually pulls her sleeve back revealing a Patek Phillippe wrist iPod device. It reads:

COMPLETED....ON MY WAY.

INT. BIOSPHERE FACTORY - CARLYLE'S OFFICE

Carlyle sits down at the large server array. He opens a small USB style socket in the computer. He plugs a wire into the socket, he then feels around next to his ear. The same SOCKET exists in his head. A wetware interface. He plugs it in.

A small blue LED lights up next to his ear.

MONITOR: SYNCING..... please stand by.

He transfers the data to his head. The exabytes COUNTING as it transfers. Once complete, he burns the original.

INT. GTR - CONTINUOUS

Julio is sweating, focusing on the road. Max grabs a walkie.

MAX (INTO WALKIE)
You read me?

INT. PICK UP TRUCK - CONTINUOUS

Manuel picks up his walkie. He is wearing what looks like a fighter jet HELMET, with a bulletproof face-plate.

MANUEL
I got you.

INT. GTR - CONTINUOUS

MAX
Here's the deal, Spider's guys scrambled the shuttle, so Carlyle's gonna have to drive out to the launchpad. You get ahead of his ride. Then when the time's right, we box him in. Pin him down. Any questions?

None. Max puts down his walkie. He sees Julio sweating.

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51.

MAX (CONT'D)
Relax. You'll be fine. This is
gonna work.

JULIO
Relax? Shit, you're not nervous at
all?

MAX
No.

JULIO
Well I fucking am, ok? I haven't
done this shit in years.

MAX slowly extends his newly augmented arm. The hydraulic
pistons hiss and whir, hinting at the immense power. He drops
his hand down into his lap. Looking at it.

MAX
Actually, maybe I am.

Julio looks at him, smiles.

JULIO
Yeah, see you've had this stone
cold thing going on since last
night.

MAX
Yeah. I'm actually shitting myself.

Julio laughs. Max smiles at his friend. For a moment, they
are like kids again. They slap hands.

INT. CARLYLE'S OFFICE - DAY

A heavily armed SECURITY DROID comes to the door.

SECURITY DROID
Sir, we are having technical
problems with your shuttle. We need
to drive to the central launch pad.
Security is standing by.

Carlyle stands up, grabs his jacket. As they head out,
another scary SECURITY DROID falls into step with them.

EXT. BIOSPHERE FACTORY

Carlyle's LIMO pulls out of the dirty factory. The car is a
cross between an IRAQ anti-IED vehicle and a Rolls Royce. On
the roof sits an automated 50 cal machine gun.

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52.

INT. CARLYLE LIMO

Carlyle looks out of the bulletproof glass. His judging eyes watching the decrepit world of LA passing him by while stock prices and commercials play on holographic screens. He sees:

Burrito stands and beggars. Filthy children and feral dogs.

The LIMO slows at a stop. A donkey-drawn cart wheels by in front. Carlyle looks over to see a child at the glass window. Hand outstretched. Carlyle turns away. The LIMO accelerates.

More kids, poverty, pollution pass. Then SUDDENLY--

SCREEEEECH. SNAKE's pickup truck SLAMS its brakes up ahead. CRAAASHHH! The LIMO dives into the back of the truck.

The GTR comes up behind the LIMO.

Julio accelerates and SMASHES into the LIMO wedging the GTR against the back bumper of the limo, which is now sandwiched between the two cars, stopped in the middle of the road.

INT. ROLLS - CONTINUOUS

The Security Droids grabs their guns.

SECURITY DROID
Stay down, sir.

The Security Droid driving tries to reverse out, but the wheels spin against the front of the GTR. Carlyle looks out of his window at the horrendous human hijackers.

CARLYLE
Kill them!

SECURITY DROID
Activating remote gun station.

We see the 50 cal roof GUN spin toward the GTR.

INT. GTR

Max pulls out his handgun and kicks his door open.

MAX
Here we GO.

Max opens fire on the limo. His bullets ping pathetically off the composite materials. The sentry gun spins and faces Max.

SECURITY DROID
Targeting...

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53.

The gun opens fire at Max, TEARING UP the hood and windshield of the GTR. Max dives away.

Manuel hops out of the pickup holding a SLEDGE HAMMER. He hops onto the hood of the LIMO and wields the hammer behind his head. He takes a MASSIVE swing, BANGGGG!

He smashes the gun off its turret, it sparks and blasts to pieces.

He looks through the bulletproof glass at Carlyle's terrified face. Manuel smiles and taps the glass with the hammer.

INT. CCB HQ CONTROL ROOM

The giant wall-screen suddenly flashes "CITIZEN UNDER THREAT." Rhodes whips her head over to the wall screen.

CCB AGENT
Ma'am, we have an Elysian citizen on Earth under threat. Data coming up now, it's a... J CARLYLE.

All the agents slow, recognizing the name.

CCB AGENT 3
My god.

Extreme close-up of RHODES. Beads of sweat on her forehead.

RHODES
Bring it up, please.

The screen pops to a satellite feed of the heist.

CCB AGENT 4
Recovery task force has been scrambled, ma'am. En route now.

INT. CCB ARMORY

We see MILITARY DROIDS grabbing guns. Jump cut to them hopping on board a shuttle. The shuttle SHOOTS toward earth.

INT. CCB HQ CONTROL ROOM

Rhodes gets up from her desk and walks out of the control room. The agents watch her go. Confused.

INT. CCB HQ

Rhodes walks through corridors, through airlocks. Nervously looking around, she swipes into--

54.

INT. CCB ARMORY

Rhodes walks into the room full of weaponry and lockers. She grabs a headset, and dials fast on a wrist computer.

EXT. LANDFILL LOS ANGELES - DAY

Kruger stands on a landfill in LA. He presses the receive call on his wrist computer.

RHODES

I've got a situation here.

INT. GTR - CONTINUOUS

Max dives back behind the GTR holstering his handgun and getting the ferocious AK ready.

Suddenly, the DROID side door of the limo opens. The first droid moves out like a combat veteran, firing at Manuel.

It targets his face in a millisecond. BANG BANG. Two shots CRACK his face visor, in what would have been a killshot.

Manuel drops violently, looking out through his cracked face plate. He returns fire in a panicked spray. The bullets ping off the droid's metal shell.

In one motion, the droid leaps behind the limo, unclips a GRENADE and tosses it at Manuel.

MANUEL

YOU GOTTA BE SHITTING ME.

He dives as the grenade goes off, sending him flying back.

Max dodges the shrapnel. The droid turns and fires from behind the limo. Max turns the proximity fuze device on.

MAX

Let's see how you do against this.

Max targets and fires a burst in the direction of the droid.

ULTRA SLOW MO: the droid lifts his gun to fire back, but the small bullets come spiraling in, each of them detonating into miniature airborne claymores. A magnificent shower of gold shrapnel, as the droid is torn to smithereens.

Sandro ducks behind the PICKUP, he has the laptop connected to his chest armor, booting up. He gives a go sign.

Max gets up and runs toward the ravaged limo. Julio runs around the back of the pickup, breathing heavy.

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55.

Manuel rises, goes for the pickup truck. Max looks over at Sandro who is holding a LASER DEVICE.

MAX (CONT'D)
Go go go! Cut it open!

Sandro jumps out with the LASER. Manuel covers him. Sandro lifts the beast of a LASER and aims at Carlyle's door. A bright red circular target is projected onto the door.

MAX (CONT'D)
HIT IT.

Sandro presses the trigger. FIIIZZZ. The entire door area is MELTED free in a millisecond, the shape of laser cutting across door and body alike. The huge steel plates clang onto the road, smoking, leaving Carlyle exposed, drenched in sun.

Suddenly the opposite side door opens and the second SECURITY DROID hops out with amazing speed. BRRRR, he fires a burst straight toward Manuel. Manuel dives behind the pickup.

He flips the VISOR down on his helmet. It syncs with the camera on his gun. The droid keeps firing at Manuel, but--

Manuel sticks the barrel of his gun AROUND the pickup. He sees the droid in his visor, and he unloads on it, shredding its mechanical legs. As it goes down, it lunges at SANDRO, hurling its legless torso at him, grabbing the LASER DEVICE.

They wrestle with it violently, suddenly it goes off aimed at the pick-up truck. The beam SLICES the truck in half FLIPPING one half with glowing red edges over, almost onto Manuel.

Manuel fires wildly at the droid, chewing the entire area to shreds. Bullets fly dangerously close to everyone.

MAX (CONT'D)
Don't hit the mark!

Manuel holds his finger down, the 1000 round mag shredding the street, pinging the limo. Hitting Carlyle in the chest.

MAX (CONT'D)
NO!!!!

Max aims and pulls the trigger, click, gun jam.

MAX (CONT'D)
Fuck!

Max tosses the jammed gun and leaps up toward the droid. The enhanced power of the suit thrusting him through the air.

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56.

MAX (CONT'D)
JESUUUSSSSS!

He comes FLYING across and body-checks the droid, tipping it away from Sandro, tearing the laser out of its grip.

Max and the droid smash up against the limo and struggle with one another, thousands of pounds of pressurised hydraulic pistons wrestling, suit vs droid.

Max slams the droid up against the limo, using all of his new synthetic might, he tears the head of the droid off its shoulders. Oil and lubricant spray everywhere. He tosses the upper metal carcass into the weeds.

Carlyle lies slumped in his seat, gasping for air.

INT. CCB ARMORY

Rhodes briefs Kruger via headset.

RHODES
There's a package of utmost secrecy being transported in the city right now. Problem is some thieves are trying to hijack it.

KRUGER
What is it?

RHODES
That's classified.

KRUGER
No no no. You don't call a recently deactivated agent to retrieve data. I'm betting the government doesn't know it exists. Am I right?

Silence.

KRUGER (CONT'D)
I am right. Which means it's illegal. Which means this job is undocumented. Which means I can ask for whatever I want.

RHODES
Look, we don't have much time, there's a recovery task force headed to earth now. You need to recover this data before they do. You understand?

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57.

KRUGER

I want a fresh clean slate.

RHODES

Fine.

KRUGER

New name, new citizenship number. I want those, those other...issues to go away. You understand?

RHODES

Fine, YES.

KRUGER

Good, I want a mansion of my choosing. And...I want to bring a human back, I want to bring a human from Earth, and I want customs to look the other way. None of that bullshit like before.

RHODES

Fine, DONE... I've commissioned two of your old agents. Off the books. They should be at your position in thirty seconds.

Kruger watches a VTOL RAVEN flying toward him.

KRUGER

Send me the mission data.

Kruger clicks his wrist off. He casually takes out a tactical blade. He carves out the CITIZENSHIP CHIP in his wrist. He pulls the chip out and throws it into the weeds.

The RAVEN slows and hovers, blowing garbage. It gently touches down. Like a cross between an Osprey helicopter and a space-ship, it looks sleek and lethal.

Two special forces ELYSIAN tough guys DRAKE and CROWE greet Kruger. He tosses his bag into the Raven.

KRUGER (CONT'D)

Drake, Crowe. Howsit boys?

They smile as he climbs aboard.

DRAKE

Lekker, boss. Good to see you.

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58.

EXT. LOS ANGELES LANDFILL

The RAVEN accelerates, blasting the garbage and litter beneath it as it gains altitude.

EXT. LOS ANGELES STREETS

Julio keeps his eyes open, looking around the area as Max and Sandro run up. Manuel keeps watch too. Waving people away.

Max leans into the LIMO, gun drawn on the ruthless CEO. Max watches him as he breathes shallowly, his lungs punctured.

MAX

Tell me. How does that feel?

INT. LIMO

Sandro climbs in. He frantically pulls out the router cables.

SANDRO

We are fucked for time.

Carlyle sees the DATA ROUTER. He lifts his finger and feels the data port on his own head. With his other hand--

He suddenly pulls a gold plated DESERT EAGLE out of his jacket. Max and Sandro watch in disbelief as--

Carlyle lifts the gun to his own head.

CARLYLE

You can't, you can't have it--

He is about to pull the trigger when Max SLAPS the gun away. BANG! It fires, blowing a hole in the seat.

MAX

You don't get off that easy.

Sandro passes a long USB-like cable to Max.

SANDRO

Ok, plug this into him.

Max grabs Carlyle's head, forces the data flap open at the back and sticks the cable into the port. Sandro passes a second cable leading out of the data router to Max.

SANDRO (CONT'D)

OK, and this into you...

Max plugs the cable into his own data port. Sandro furiously hits keys on his computer.

59.

SANDRO (CONT'D)
Syncing.

EXT. LIMO - CONTINUOUS

Julio is getting nervous, eyes ticking, fingers tensing.

INT. LIMO - CONTINUOUS

Max watches Carlyle, as Sandro types on the keyboard.

^{MAX}
I'm going to let you bleed out.

Carlyle struggles to form a sentence.

CARLYLE
You...you have no idea...what you
have done.

SANDRO
OK, we're synced.

His finger hits the transfer button. The blue LEDs on both of
their heads light up like IPODS. We see the DATA bar start
copying on the small router screen.

SANDRO (CONT'D)
Come on, baby.

We hear the whine of jet turbines. Sandro looks out of the
window to see the RAVEN approaching.

SANDRO (CONT'D)
Fuck me.

TAT TAT. Julio FIRES at the RAVEN on the horizon.

JULIO
We gotta go, we gotta go right now!

INT. LIMO

Max looks at the data screen, beads of sweat dripping. 90%
91% 92%. He looks up at the incoming ship. Closer, closer.

We cut to the data screen: 94% 95% 96%...

INT. CCB HQ CONTROL ROOM

An Agent watches warnings come up on his terminal.

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60.

CCB AGENT 4
The assailants are initiating a
data heist, they are syncing NOW.

Rhodes clenches her jaw and crunches back into her chair. She casually lifts her wrist. And speaks under her breath.

RHODES
They have the data.

INT. RAVEN

The open door of the Raven feels like a Vietnam era Huey, the terrain of Los Angeles flies by at 400kph. Kruger hears:

RHODES (IN EARPIECE)
Repeat. The thieves have the data.
Destroy the original.

KRUGER
Got it.

INT. LIMO

Sandro watches the screen intently.

SANDRO
C'mon baby...almost there...

BEEP. The data screen flashes: TRANSFER COMPLETE.

MAX
DID WE GET IT?

SANDRO
Hang on!

He types into the data port, starts shaking his head.

SANDRO (CONT'D)
There's an error, I CAN'T READ the
data. Something must be corrupted.

MAX
What?!

Manuel leans in, holding his massive gun.

MANUEL
It's no good?

SANDRO
The data is FUCKED.

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61.

Manuel takes off. Sandro looks out the window at the incoming RAVEN. It's bearing down now, bigger and bigger.

SANDRO (CONT'D)
I'm bailing.

Max grabs his shirt.

MAX
No! You can't go! I need that data,
that's my ticket!

The WHINE of the Raven turbines is now thunderous.

SANDRO
Fuck you, don't touch me--

MAX
We went through all this shit, DO
IT AGAIN!

Sandro breaks Max's grasp and runs out.

MAX (CONT'D)
COME BACK HERE!

Julio watches the extremely close Raven. He leans into the car and grabs Max by his backpack.

JULIO
We need to get out of here!

He drags Max out of the car.

MAX
I NEED THE DATA! LEMME GO!

Max looks back at Carlyle who is losing consciousness.

INT. CCB HQ CONTROL ROOM

The satellite feed plays on the huge screen. An alarm beeps. CITIZEN IN CRITICAL STATE scrolls across the screen.

CCB AGENT 4
Recovery team is almost there ma'am.

EXT. SPACE

We see the shuttle whip by toward earth.

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62.

EXT. LOS ANGELES

As Sandro runs, the deadly RAVEN finally gets right on top of them. The turbines blow debris all over.

Max tries to run, but he COLLAPSES. He clasps his head in pain. Julio runs over to him. Trying to lift him.

JULIO

Come on man! Get up!

Max clasps his head like a migraine. The DATA creating an epileptic white STATIC in his head. Julio tries to drag him.

JULIO (CONT'D)

COME ON!

INT. RAVEN

Kruger leans out of the door, sees Max clasping his head, he sees Sandro running like a trapped rat, Manuel close behind.

Kruger pulls a laser designator off his wrist computer, he shines it on Sandro. BEEEP.

KRUGER

Tag, you're it.

EXT. LOS ANGELES

Sandro slides two Beretta handguns down their rails and into his palms. He sprays the entire area between him and the RAVEN. The hail of bullets splinter around Max.

INT. RAVEN

Kruger calmly takes cover inside the ship for a second. His hand still out, pointing the laser on SANDRO. Not even watching his victim, he presses a button on his wrist tech.

EXT. LOS ANGELES

BOOOOM!! Sandro EXPLODES in a blinding flash.

INT. RAVEN

KRUGER

I think I got him! Did I get him?

Crowe and Drake laugh.

CROWE

Yessir, I think you did.

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63.

EXT. LOS ANGELES - CONTINUOUS

Julio hops into the driver side, screeches up to Max.

JULIO

Let's go!

Max pulls himself in. Julio floors the car in reverse.

INT. RAVEN

Kruger uses his laser designator again, shining it on the HOOD of the moving vehicle. CLICK. He presses the button.

EXT. LOS ANGELES

BOOOOOM!! The hood of the GTR is hit with the force of an IED. It EXPLODES sending the vehicle FLIPPING onto its roof.

INT. CCB HQ CONTROL ROOM

The satellite imagery of Kruger flipping the car plays to open mouths in the control room. Rhodes watches silently.

CCB AGENT 4

Jesus. Who the hell is that?

A tracking program on the huge screen reads IDENTITY UNKNOWN.

CCB AGENT

That's military tech.

INT. GTR

The upside-down interior is smoky, filled with broken glass, flames. Max comes to. He can barely fit through the crushed window, he uses his jaws-of-life power to crumple the car like a coke can. He drags an unconscious Julio out to safety.

EXT. LOS ANGELES

The Raven descends, hovering a few feet off the ground. Kruger hops out, and starts walking to the smoking wreckage, watching Max pathetically try to save his friend.

Suddenly, another blast of STATIC PAIN grates through Max's brain. He screams, holding his head.

Max can see the blurred figure of Kruger coming. He staggers to his feet. Like a drunk in a bar, he clammers for a grip on the concrete. Max pulls out his gun.

Kruger deliberately draws a large, lethal knife.

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64.

Before Max even has time to realize what happened, Kruger disarms Max, grabs him in a jiu jitsu position and stabs the huge blade into his kidney. Max howls and drops.

KRUGER
And now my friend...I'm going to
cut off your head.

Kruger gets ready to lop off his head, but suddenly JULIO fires a burst of bullets at Kruger's side. Kruger evades the bullets and sweeps the gangster's feet out from under him.

Max sees his friend go down. Max starts fumbling the magazine out of his gun, trying to put a new one in.

MAX
Get it together get it together.

Julio takes one last SHOT at Kruger. He misses. And--
WHEM. Kruger drives his knife through Julio's chest.

MAX (CONT'D)
NOOOOOOOOOOOOO!

Max stands up and clicks the magazine in place, he cocks the gun and fires a fresh batch of fuzed ammunition at Kruger.

But Kruger drops his sword and pulls a device off his chest armor, it is a DEFLECTOR. As he clicks it on, a faintly visible force-field surrounds him.

BANG BANG BANG, the lethal rounds explode around Kruger like Guy Fawkes, but they are violently deflected.

The force of the bullets is still enough that Kruger stumbles, dazed, like being shot in the chest wearing a bulletproof vest.

Max turns and runs back to his friend, rolls him over.
NOTHING. A pool of dark blood spills out.

MAX (CONT'D)
No no...nooooooo!

He looks around in desperation, looks over at Kruger who is steaming, rising again. Max looks back at Julio. He looks over to see the RECOVERY TASK FORCE SHIP coming in fast.

MAX (CONT'D)
Please, JULIO, COME ON MAN!

But Julio's eyes flutter.....dead. Max rips himself away from his best friend, pained, limping as fast as he can.

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65.

Kruger staggers to his feet. The Raven descends for him to climb aboard. He looks at CARLYLE, as the wheezing CEO gasps a few remaining breaths. Kruger aims his gun, and--

BANG! He SHOOTS the billionaire in the middle of his head.

EXT. FAVELA - DUSK

Max runs, clasping his stomach. He darts between old shacks. He turns back to see Kruger climbing aboard the RAVEN.

EXT. LOS ANGELES

As the RAVEN takes off, the smaller recovery SHUTTLE touches down. Kruger watches as the droids start to leap out.

KRUGER

Good luck!

The droids move fast, guns drawn. They run to Carlyle and begin treating him like paramedics. A DROID SLAMS a hypodermic of adrenalin into him. NOTHING. He's dead.

DROID

Citizen has sustained irreversible damage to multiple brain areas.
Time of death E-EST 17:45.

ON CCB SCREENS: CITIZEN DECEASED.

EXT. FAVELA OUTDOORS

Max limps and struggles through the run-down favela. He hears the whine of the RAVEN behind him. A single OLD WOMAN leads a pack of mangy DONKEYS. She stops when she sees Max.

He can barely walk. He drops to one knee, tries to keep moving. The Old Woman looks the bloody gangster up and down.

OLD WOMAN

Policia?

Max looks at her with specks of blood on his face. Nods. She waits a beat, hearing the sound of the Raven. She slowly walks the pack of filthy beasts toward him and completely covers him.

Max lies on the dirt between the horse hooves.

The RAVEN approaches, hovering low over the street.

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66.

INT. RAVEN

Drake works a monitor as it scans all the faces in the area. We see the targeting system scanning the surroundings, instantly acquiring the Old Woman and a small herd of donkeys. Everything shows up in thermo as a hot white blob.

DRAKE
Nothing sir, not showing up here.

EXT. FAVELA - DUSK

We see Max hiding under the hooves, the jet wash overhead howling, dust swirling. He blinks hard, and...

The Raven leaves the area to search other places. Max watches it disappear. So does the Old Woman. She clicks her tongue and casually leads the animals away, not even looking back.

Max looks down at his wound. He slowly pulls himself up, needing serious medical attention. He knows where he's going.

INT. HOSPITAL - DUSK

Frey puts down a bundle of medical forms and stacks them in a filing case, she punches her time card, done for the night.

INT. PEDIATRICS WARD - NIGHT

Frey goes into Matilda's small area and pulls the curtain shut sealing them in. She checks all the medical details, and runs diagnostics on the machines linked to her daughter.

Then Frey caresses her daughter's hair, and gazes at this peaceful child. Slowly, Matilda wakes up.

FREY
Hey sweetie.

MATILDA
Hi.

FREY
So, remember how mommy said we could go home when you get better?

MATILDA
Am I better? Can we go?

Frey nods. Matilda starts to sit upright excitedly.

FREY
Whoa, easy, remember we have to be slow, take it easy.

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67.

Frey starts undoing the medical gear, forcing a smile.

EXT. LOS ANGELES - NIGHT

Max hobbles through a shanty town. Fires burn. He sees the dilapidated hospital up ahead. He keeps limping.

INT. PEDIATRICS WARD - NIGHT

Frey gently takes out the IV from her child's arm, leans forward and gives her a kiss on the forehead.

FREY

I'm going to get the car, I'll be right back, ok?

EXT. LOS ANGELES - NIGHT

Kruger's Raven hovers over the city. The blanket of lights twinkling under the VTOL jet.

INT. RAVEN

Kruger leans over a series of monitors. All FLIR infrared. The images are scanning every single person. He whispers:

KRUGER

Where are you, peasant?

Kruger walks through the jet over to the control center.

KRUGER (CONT'D)

Alright, let's get surveillance up.

EXT. RAVEN

Three SURVEILLANCE UAVs (Unmanned Aerial Vehicles) take off and fly into the favela. They look like metal birds of prey with high-tech cameras fixed into their heads.

INT. RAVEN

The camera feed from the UAVs is visible on the monitors.

KRUGER

Okay, let's contain this fucker.
Put up a jamming signal across the whole city.

Drake types into the keyboard. We see the satellite dish and radar array on top of the Raven fire to life. The satellite dishes orient themselves and lock in.

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68.

DRAKE
Grid is up, sir.

INT. SPIDER'S LAIR

SPIDER sits at a terminal eating crisps out of a bag. The wall screen suddenly goes red with a warning: SIGNAL JAM.

SPIDER
What the hell...? They put up a net. Ground all our flights!

The techie gangsters check commands on computers. A techie slams his keyboard and lifts his hands in the air.

TECHIE
We're locked out. The whole system's down.

Spider looks stunned, confused.

EXT. LOS ANGELES STREETS - DUSK

Max hobbles through people, on the verge of death. No one seems to care about him. He gets closer to the hospital.

But he sees: A COP standing at the entrance. Max limps forward, the cop seems to be looking away, the huge glass doors open. Diseased people bustle in and out.

One of Kruger's UAVs flies overhead, coming in low like a hawk stalking its prey. Max sees it, and takes cover under a garbage dumpster. The UAV passes right overhead, the little propellers kicking up leaves and dirt as it hovers.

Once satisfied, it takes off to search the next area.

Max gets up, he watches the cop with eagle-like focus. He moves over to the side of the hospital. Struggling with the pain, he looks through the windows. He catches a glimpse of:

FREY as she walks in the opposite direction.

Max uses all of his energy to walk in that direction. He heads down an ALLEY, holds onto the wall for support. He tries to walk more, but he collapses onto a knee.

MAX
C'mon... get up.

Max looks down the alley. A rear exit door is visible.

MAX (CONT'D)
C'mon motherfucker... GET UP!

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69.

He forces himself onto shaky legs. He stumbles forward a few paces and collapses completely, smashing over garbage.

He rolls onto his back. He lies still, looks up into the sky. He can see ELYSIUM. It's never felt so far away.

INT. HOSPITAL - NIGHT

Frey heads down a corridor toward a door. She swipes her ID tag and the door buzzes. She opens it and walks out into...

EXT. HOSPITAL ALLEY - CONTINUOUS

Frey heads for the garage, but she hears--

MAX

Frey...

Frey stops abruptly, spins and looks down amongst the garbage. Max lies curled up in blood. He raises his hand.

MAX (CONT'D)

Please...

Frey looks at his wounds and the unbelievable stitches at the back of his head.

FREY

Max? My god, what happened to you?
Let me get the medics.

She heads for the door.

MAX

No! (coughs) No please...don't go.

FREY

You need serious help, Max.

MAX

I can't. They'll kill me. Please. I came here to find you. You have to help me.

Frey shakes her head.

FREY

There are people in triage who can help you. Much better than me.
I...I can't get involved in your crime.

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70.

MAX
Please...they'll find me. Frey, I'm
begging you, please...don't go in
there.

Frey looks at Max, his wounds.

FREY
I'm sorry, I can't get involved.
You need serious attention.

MAX
Not...not in there.

He coughs. Frey looks at him, conflicted.

FREY
You've got to go through the system
to get treatment. I can get the
paramedics out here to carry you
in. I can help you, Max. Let me.

MAX
No. (weakly) Please. I came here
for you. I need you, Frey...

Frey rises and walks away from Max. She looks straight ahead,
but then stops abruptly and looks back at him, this dying man
in a dirty alley. As she makes her decision...

INT. CCB HQ

Rhodes walks towards us, leaving the control room corridor.
In front of her is the PROTOCOL ROOM. Two armed DROIDS stand
on either side of the airlock. Rhodes walks between them.

She swipes her card and walks into the security airlock. She
types a code and the second doors open.

INT. PROTOCOL ROOM

The room is cylindrical and glossy. Housing the most
important computer in ELYSIUM. Rhodes walks across a glass
floor. EARTH is fully visible under her feet as she walks to
a central server database in the middle of the room.

She puts her hand on the biometric reader.

OVERHEAD VOICE
Recognized. Secretary R RHODES.

Rhodes looks around nervously.

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71.

RHODES
I need all files from Biosphere CEO
J Carlyle moved to my data cluster.

OVERHEAD VOICE
Negative. You do not have clearance.

The doors suddenly open. REP PATEL steps in.

REP PATEL
Rhodes.

Rhodes turns, surprised to see him.

RHODES
Don't you have some fundraisers you
should be attending?

REP PATEL
I'm assuming because you're in
intelligence you know that the
weapons assigned to your attack-
dog Kruger were used at that crime
scene today.

Rhodes looks back at him defiantly.

RHODES
Okay.

They both stare at one another.

RHODES (CONT'D)
Do you actually have something to
say? Or can I get back to looking
for these criminals.

REP PATEL
PERHAPS Secretary...you are looking
in the wrong place?

RHODES
If you have something to say, just
say it.

Patel looks into her eyes. A beat. Rhodes turns and leaves.
The politician watches her go.

EXT/INT. FREY HOUSE - DUSK

A small house with burglar bars. Looks like a rough
neighborhood. But at least it's a house and not a shack.

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72.

Frey knocks the front door open with speed. She helps Max inside. She dumps him onto a couch. He's barely conscious.

The room is bizarre, part house, part hospital.

MAX
Are we.... in your house?

FREY
Stop talking.

Frey goes outside and comes back with Matilda in her arms. She puts the little girl down in her room.

FREY (CONT'D)
Try and sleep, honey.

MATILDA
I want to see the man. What's wrong with him?

Frey doesn't answer. She goes back to Max. There's a hospital gurney in the corner of the room. She puts a new sheet on it.

MAX
It's like a...hospital.

Frey helps him over to the gurney and lifts his legs onto the bed. Frey starts moving faster, his situation deteriorating.

She grabs heart-rate monitors and medical equipment. She links them up to Max with lightning speed.

She rips off his heavy tactical webbing, grabs medical scissors and cuts his shirt off, revealing the knife wound.

FREY
My god.....

He tries to push the wound area shut with his hand. But becoming weak, his hand slides away and flops off the table.

FREY (CONT'D)
Max. This is a life threatening wound. You need to put as much pressure on it as you can okay?
Help me out here.

MAX
Ok.

Max's eyes begin to roll back in his head. We hear the heart rate monitor suddenly flatline... BEEEEEEEEP.

73.

Frey races into another room and comes back with electric defibrillators. She jump-starts his heart. Again. Again.

Beep...beep...she looks panicked and.....beepbeepbeepbeep, his heart starts.

Frey exhales, knows Max will make it. She looks at him. His head lies peacefully unconscious.

We slowly PUSH IN on MAX'S FACE. It blurs.

EXT. LOS ANGELES FAVELA - FLASHBACK

YOUNG MAX and YOUNG JULIO and other children play in a city fire hydrant. They laugh and throw water at one another.

Max climbs up onto the top of a concrete wall. Lying in the sun. Young Julio sitting down below him.

JULIO
What you doing?

MAX
Thinking.

JULIO
Bout who you can mug?

The other kids laugh. Max squints into the bright blue sky. He sees ELYSIUM glinting in the sunlight. Although several hundred thousand kilometers away, it is huge in the sky.

MAX
I'm going to live there.

Julio and the other kids laugh.

JULIO
You're not going to live there,
SLUM RAT.

MAX
Yes I am. I'm gonna be somebody someday.

JULIO
You think we'll still be friends?

Max turns and looks down at Julio.

MAX
Yeah man, always.

They slap hands, the same way they did before the heist.

74.

INT. FREY HOUSE - EARLY MORNING

Max wakes up. He winces in pain. He feels his neck, it's neatly bandaged. He looks down to see his stomach bandaged.

Frey stands at the entrance of the room sipping coffee. She looks as though she had no sleep. Max delicately puts his hand on the bandages where the wound is.

MAX

Thank you.

Frey nods as she sips her coffee.

MAX (CONT'D)

You always see me at my best.

FREY

The blade went into your kidney.

MAX

You live here alone?

FREY

It's a very serious wound Max. But the more serious part is...your kidney was already failing. The wound will be okay, that doesn't concern me as much. The real problem is whatever this is.

She points to his entire body.

FREY (CONT'D)

I've never seen anything like it. You're okay now because I pumped enough meds into your body that you could get hit by a train and walk away. But your organs are failing, one after the next. Your body...it only has a few days before it just stops running.

MAX

A few days?

FREY

At the very most.

Max hardens, snapped back to reality. He SLAMS his fist down, hits a tray of surgical utensils. Frey goes to pick them up.

MAX

I'm sorry, I'm...

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75.

Another voice rings out from the next room.

MATILDA (O.S.)
Mommy?

Max realizes he's looking at drawings on the wall, a kid's painting of a girl in a field of blue flowers.

Suddenly Matilda enters the room. She holds a tattered doll. The little girl is clearly very sick, small IV's still attached to her wrists. Her hospital bracelet visible.

MATILDA (CONT'D)
This is the man...?

FREY
His name is Max. Mommy knew him when he was just your age.

MAX
Hello.

Max holds out his hand, along with its HULC stainless steel knuckle dusters.

MAX (CONT'D)
What's your name?

Matilda looks away from him and nuzzles into her mom's chest.

MAX (CONT'D)
Too formal I think. The whole handshake.

FREY
Baby, go watch cartoons, I'll come lie with you soon soon, OK?

Matilda leaves the room, she stops at the door and gives Max an evil eye. He looks kind of worried. Frey gets up and closes the door gently. Frey stands there a moment.

FREY (CONT'D)
Matilda.....is her name.

MAX
She's beautiful. Like you. Who's her father? Where is he?

FREY
Dead. Ran around with the same kind of guys you did... Look, Max, I helped you. Now I need you to help me.

76.

Frey gets closer.

FREY (CONT'D)
She's in the final stages of
leukemia. I need to get her up
there. Up to Elysium.

Max looks at her, surprised.

MAX
And you think I can help?

FREY
Well... you know who to talk to,
right? I mean you're still involved
in crime obviously?

MAX
Obviously? What is it with you?
I've been--

FREY
Keep your voice down--

MAX
I've been trying to live like a
decent person, ok? I've been doing
the right thing, and this, THIS is
what I got for it.

He motions to his wounds, his body.

FREY
Look Max, I don't care how you got
here, I really don't. But you're
here now. And you have to help my
daughter. I've saved up enough to
get her a ticket up there and an
ID...but I don't have enough for
me. So you have to take her. Take
her with you and heal her as soon
as you land. Then when I have
enough, I'll come too.

Max leans back in his hospital gurney.

MAX
How do you know I'm going?

She motions to the ID burned into his wrist.

FREY
That's not a gang tatt. And I saw
you at Spider's.

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77.

Max looks away from Frey. Looks at the drawing on the walls.

MAX
You really have enough money?

FREY
I have enough for her.

Max considers. Slowly turns his head back to Frey.

MAX
Yeah. Okay. I can help.

FREY
Thank you... (she puts her hand on his arm) Thank you.

MAX
Can I get up?

FREY
Yes. I need to get you some more supplies from the hospital. I won't be long. Can you watch her?

MAX
Yeah.

Frey stands, tightens her sweater. She starts to go, stops.

FREY
Max...

He looks at her. She tries to hold back her emotion.

FREY (CONT'D)
I think you were sent to me. That's what I think.

He has no response. He watches Frey leave the house.

INT, FREY HOUSE - LATER

Max stands, looks at himself in the mirror. He inspects his body, looks at the scars. He runs his hand over the bandages. He moves in close to the mirror looking at his own face.

Suddenly he has a mini SEIZURE. The searing white light. The migraine. His head wants to explode.

He collapses down onto the ground. Breathing heavy.

His fingers run up to the WETWARE socket in his skull, he feels it. Like a USB plug in his flesh.

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78.

MAX
Goddamn sons of bitches.

He smashes some medical paraphernalia that rattles about the room. He lies there. Defeated. Head sideways against the wall. Breathing slowly. Eyes shifting as he thinks.

His eyes slowly focus. And he gets up.

INT. LIVING ROOM - CONTINUOUS

Max quietly enters the living room. Matilda lies sleeping on the couch. He watches her for a beat and then...

INT. FREY'S ROOM - CONTINUOUS

Max walks into Frey's room. He pulls open her cupboards. Starts looking through her stuff. Shoe boxes. Drawers.

Fast jump cuts as he quietly rips the room apart. Finally he finds a small box with a ballerina on it. He opens it.

We see a ton of MONEY clumped together in neat bills. He puts the box down on the dresser and sits on her bed.

He looks at himself in the dresser mirror. Stares at himself.

He suddenly grabs the money and counts it. A beat.

MAX
Thank you god.

He puts his hoodie on and buries the money in a pocket. He quietly walks out of Frey's room into--

INT. FREY HOUSE - HALL

Little Matilda is standing in the hallway.

MATILDA
Where's mommy?

MAX
She'll be back in a minute.

MATILDA
You have bandages.

She points to her own bandages on her arms.

MAX
Oh, yeah. We both have them.

The two stand awkwardly. She has a book in hand.

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79.

MATILDA
Do you want to hear my story?

MAX
Your what?

MATILDA
My story. It's about a meerkat.

MAX
A meerkat?

MATILDA
He was hungry. But he was small. So small. And the other big animals had all the food, cause they can reach the fruits. So he had to watch them eat all the nice foods and berries cause he so small.

Max feels the money behind his back.

MATILDA (CONT'D)
So he made friends with a hippopotamus, so he can stand on the hippopotamus to get all the fruits he wants. And they eat all the fruit together.

Max just looks at her.

MAX
Yeah, I wish that's how it ended.

MATILDA
It is, that's how the story ends.

MAX
Not in the real world, kid. (moves for the door) Be right back, ok?

Before she can answer, he's out the door. He closes it behind him. Pauses there. Conflicted. Then he walks away.

EXT. LOS ANGELES STREETS - DAY

Max moves quickly down the road, but stops when he sees: A UAV coming toward him, scanning.

MAX
Fuck.

The UAV spots him. It relays the info to--

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80.

INT. RAVEN

Crowe sees the flashing light on a monitor.

CROWE
Sir, I think we got him.

Kruger whips his head over. He sees a shot of Max from the UAV. The computer facial recognition software ID's him.

KRUGER
There you are.

EXT. LOS ANGELES

The hovering Raven drops fast down to the city.

EXT. LOS ANGELES STREETS

Max moves fast, trying to lose the UAV. It flies over him, not letting him out of its sight.

Max dives under a concrete OVERPASS to a highway. We hear the UAV hovering and scanning. Max crawls under the narrow overpass, and gets away on the other side.

MAX
Christ! Leave me alone!

Max grabs baseball-sized ROCKS and starts hucking them at the UAV, missing, missing, then PING! He cracks one of the propellers. It dives onto the ground and bounces down a filthy embankment. Max scrambles away.

EXT. LOS ANGELES - DAY

The massive RAVEN flies down.

INT. RAVEN - DAY

Kruger grabs a gun off the weapons rack and loads it. Drake and Crowe arm up behind him.

INT. FREY HOUSE - DAY

Frey comes into her house carrying medical supplies. Frey throws the keys on the table and freezes. She slowly looks around at the mess. Drawers out. Clothes on the floor.

MATILDA
Mommy. The man left.

FREY
No...no no no...

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81.

She runs into her room. She is about to look in the drawer when she sees the box with the ballerina sitting on the dresser. She picks it up very slowly and opens it.

Frey collapses down the side of the bed onto the floor.

FREY (CONT'D)
Stupid stupid stupid.

Matilda is standing at the door.

MATILDA
What's wrong?

Frey uses every ounce of strength to hold herself together.

FREY
Nothing baby. Come here.

She hugs her kid, tears forming in her eyes.

EXT. SPIDER'S LAIR - DAY

Max arrives outside the lair. We notice an unusually large number of people piled up. Throngs of them, on crutches, in wheelchairs, sick, dying. Max moves past them.

INT. SPIDER'S LAIR - CONTINUOUS

Max walks down the corridor, sweat beading off his forehead. It's loud and crammed with people shouting. Max checks each room as he passes, searching for Spider.

Finally he reaches the main room. Spider looks over at him.

SPIDER
Oh god (mockingly) someone call the POLICE. Jesus, that's the last time I send you on a mission. Could you have fucked up any worse?

Max tries to walk right in. A BODYGUARD attempts to stop him. Max effortlessly chokes him out and tosses him into the hall. Max marches right up to Spider.

MAX
You need to get me up there. Now.

SPIDER
Bullshit, Manuel said the data is fucked. No data...no ticket. Now get the fuck out, and go downstairs so they can take back my suit.

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82.

Max slams all the money down on the table.

MAX
90. It's all there.

Spider looks at the roll of cash.

SPIDER
Where did you get that?

MAX
Who gives a shit? Put the fuel in
the jet. Let's go!

SPIDER
We CAN'T.

Max shakes his head, the words don't register.

MAX
That's the right amount? That's a
one way ticket. Fuck our other deal!

Spider picks up the cash and hands it back to Max.

SPIDER
THE...FLIGHT...SYSTEM...IS JAMMED.

Max stares blankly at Spider, desperate.

MAX
I...I gotta get up there.

SPIDER
Join the club. I don't mean to be
blunt but you need to get the fuck
out of here. I need to see if we
have a hope in hell, which I
personally don't think we do, of
EVER getting back online.

Max collapses forward, holding his head. He instinctively
feels the data port scars on his head, rubbing them, in total
frustration and anguish.

SPIDER (CONT'D)
What happened out there?

Max doesn't seem to hear him.

SPIDER (CONT'D)
Answer me. How did you manage to
get everyone killed? And corrupt
the data.

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83.

MAX

Corrupt? CORRUPT!? They came looking for me because of this fucking data.

SPIDER

What?

MAX

Some kind of CCB hitman came after me. Said he was going to CUT OFF MY FUCKING HEAD. For data which according to you is apparently fucking useless. Explain that, genius.

Max starts hitting the side of his head.

MAX (CONT'D)

THIS! This! Stuff in my head. Codes, numbers, PROTOCOL, every time I think of it, I see it in my eyes, like a fucking nightmare!

He forces his thumbs into his eyes, as if trying to stop a migraine. Spider looks at him.

SPIDER

That's.... How can that be...?

Spider looks back at the monitors flashing NO FLY INITIATED. He turns back toward Max, putting the pieces together.

SPIDER (CONT'D)

We have to see what's in your head.

MAX

What?

SPIDER

I think we may have caused this.

Spider hobble over to a computer console, grabs a long cable and tries to plug it into Max's head. Max slaps it away.

SPIDER (CONT'D)

Listen, Max...if they are hunting you, don't you want to know WHY?

Max considers. The words resonate. He lowers his hands.

Spider plugs in. He fires up a program and the computer scans Max's head. Huge monitors display billions of lines of code.

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84.

SPIDER (CONT'D)
My god...

MAX
What, what is it?

Spider is speechless. He turns to look at Max.

SPIDER
They will hunt you to the edge of
the earth for this.

He slumps back in his chair, stunned by the discovery.

MAX
What is it?

SPIDER
We could make every human a citizen
of Elysium. That code gives us the
power to run their whole system.

Max looks down, holding the money he stole.

MAX
Humans could live there? Legally?
Medical? All of it?

SPIDER
Yeah. But I don't give a shit about
that, have a nice house, whatever.
I care about the larger picture...
WE CONTROL THEM.

MAX
How the fuck do we do that?

SPIDER
Well...we fly up there, break into
the central server and upload this
into it. This data lets us take
control of every single Biosphere
droid. They have no military, no
police, they only have these
droids. Which means, I control
them, I control Elysium.

Max looks at him.

MAX
Break into the mainframe?

SPIDER
Yes.

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85.

MAX
The one in Elysium? The most
protected in the universe?
(chuckles coldly)
If you want to kill yourself, go
right ahead. Don't expect me to go.

Spider hobbles closer to Max.

SPIDER
Listen kid, I can appreciate that
you don't have the capacity to
understand how important this is.
BUT YOU HAVE TO TRY.

MAX
No. You're the one who doesn't
understand.

Max stands up aggressively.

MAX (CONT'D)
I don't give a shit about your
suicide mission. I just need a ride
up there. You're a taxi service to
me. Get it? You're a fucking BUS.

Max throws the chair out of the way and starts leaving.

SPIDER
You selfish sonofabitch. You hold
the key to flipping the whole
system, and you don't have the
balls to man up and do it!

Max rips the door open to leave, we see Spider clumsily grab
a tiny stamp of technology off his desk.

SPIDER (CONT'D)
Hey! Don't you leave! Where are you
gonna go? Huh? Go curl up under a
bridge somewhere? **YOU NEED ME!**

Spider tries to stop Max, his uncoordinated hands feverishly
clawing for a grip on Max's chest. However, with a very fast
sleight of hand he sticks a tracking microchip on Max's HULC.

Max effortlessly pushes him back across the room, sending him
crashing into tables, computers. Max points to his own head.

MAX
If they want this thing so fucking
bad?
(MORE)

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86.

MAX (CONT'D)
Then they will cut me a deal,
they'll give me WHAT I WANT. A
ticket up there.

SPIDER
Or WHAT?

Max leans down to the knocked-out guard, pulls a grenade off
his kevlar. He holds up the grenade and points to his head.

MAX
Or I'll blow it up.

Max walks out, Spider yells from the floor.

SPIDER
Come back here! You can't give that
to them.

Spider desperately grabs for a walkie.

SPIDER (INTO WALKIE) (CONT'D)
Stop him!

INT. SPIDER'S LAIR - VARIOUS

We hear SPIDER'S crunchy RT voice echo off gangsters'
walkies. They attempt to stop Max as he leaves, but--

He effortlessly takes them out, using the super-strength of
the HULC, his metal enhanced limbs flashing in the shadows.

Max leaves bodies in his wake. He turns a corner and faces:

A sea of destitute people.

Refugees waiting for Spider to save them. Each one needing a
ticket to the land of salvation. They look at Max, deep into
his eyes. A big beat, and...Max starts walking through them.

We can hear Spider YELLING through the open door.

SPIDER
They will NEVER bargain with you,
IDIOT. YOU'RE A DEAD MAN!

Max walks out the front door. The guard knows better than to
pull a gun on him. He just puts his hands up.

INT. FREY HOUSE - DAY

Frey tucks Matilda into a bed inside her room. The mess lies
about everywhere. Frey starts cleaning it up.

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87.

MATILDA
Why are you crying?

FREY
Oh, nothing sweetie just a bad day.

MATILDA
Is it cause of that man? Who was
he?

FREY
He was..... what I thought he was.

Suddenly, they hear whining jet engines. The sound of the shuttle touching down outside. Frey moves for the door when--

BOOM. CROWE kicks the door open, DRAKE storms the room, guns out. KRUGER enters behind them.

FREY (CONT'D)
What are you -- please no --

Crowe violently takes Frey to the ground. Drake goes to check rooms. Kruger slowly steps toward Frey.

FREY (CONT'D)
Who are you? You have no right.
Leave us alone!

KRUGER
Oh...my my...we have no right.

Kruger grabs Frey by the upper arms, pulls her close.

KRUGER (CONT'D)
Where is he?

FREY
Are you looking for that criminal?
I hope you find him, I hope you
throw him in jail for the rest of
his life!

Kruger smiles, looks at his men.

KRUGER
Lot of anger there, lotaaaaa anger
there boys.

Kruger gently feels her hair between his fingers. He lifts a handful of it and smells. His eyes focus over to see MATILDA.

KRUGER (CONT'D)
And who is this little one?

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38.

FREY

Please. He's gone, just leave us. I
don't know anything, I just helped
him, he was wounded.

Kruger silences her by putting his finger on her lips.

KRUGER

Shhhhh, I know I know...

Kruger gently walks over and sits next to Matilda.

KRUGER (CONT'D)

And what's your name?

MATILDA

Mommy...

Frey runs over and picks her up.

FREY

Please...you're scaring her.

Drake returns to the room.

DRAKE

There's no sign of him here, sir.

KRUGER

Well, that's alright for now. I've
found something else...

Kruger motions for them to take Frey. Crowe grabs her.

FREY

No! No please! Listen! I don't know
anything. I don't know where he is!
He took everything from me!

MATILDA

MOMMY!

Kruger gently caresses the child's head.

KRUGER

There there, don't worry little
one.

FREY

LEAVE HER ALONE! I told you
everything I know! What the hell do
you want from me?

Kruger looks at Frey, smiles.

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89.

KRUGER

What do I want? Now I want...you.

He turns toward Matilda.

KRUGER (CONT'D)

Both of you. I want a family.

EXT/INT. RAVEN - DAY

The back hydraulic bay doors open. Kruger's men drag Frey and Matilda inside. Frey is forced into a seat. A huge chest-restraint bolts her in like a rollercoaster brace.

FREY

Please don't do this, please just let us go, I'm begging you.

Kruger ignores her, turns to his men.

KRUGER

Let's get comms up with the embassy team, need FMRI scan in twenty.

The rear hydraulic doors seal up. Frey looks to Matilda.

FREY

It's ok sweetie, it's ok. Everything's going to be ok.

For the first time, her words are hollow. And the little girl knows it. Frey reaches out, pulls Matilda close.

EXT. LOS ANGELES STREETS

Max walks fast through the streets. Suddenly, he sees--

The shuttle rise up from behind some houses. Max begins yelling, waving his arms.

MAX

Hey! Hey!! I'm right here. Come and get me, you sack of shit.

He realizes they are still leaving. Max runs down the road toward the area where he escaped the UAV.

INT. RAVEN - DAY

Kruger steps close to Frey, almost kissing her cheek.

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90.

KRUGER

I always wanted a wife. I never could quite settle down, if you know what I mean. You'll love Elysium, feel right at home....and you (to Matilda) you can have any pet you want. Even a parrot.

Frey tries to push him, but she is bolted down by the chest restraints. He violently pushes her arms back, laughs.

KRUGER (CONT'D)

You need to have more respect for me, if we're going to be a happy family.

EXT. LOS ANGELES - DAY

Max climbs down the embankment to find the UAV operational in the weeds. He lifts it up. Looks into the lens.

INT. RAVEN - CONTINUOUS

MAX's FACE comes up on one of the monitors. They can see him yelling into the lens but cannot hear any audio.

DRAKE

Holy shit. Sir, you better take a look at this.

Kruger snaps his attention away from Frey. He walks over to the monitor. He sees Max, then looks to his men.

KRUGER
TURN US AROUND.

EXT. LOS ANGELES

The RAVEN hovers for a second and then rapidly descends.

EXT. LOS ANGELES HIGHWAY - DAY

Max throws the UAV to the dirt. He walks through a line of weeds on the side of the highway and leaps onto the road.

The shuttle approaches head on. Max stands in the road.

The RAVEN lands, weeds and garbage spin in its vortex.

INT. RAVEN - CONTINUOUS

Kruger snaps his kevlar vest on, and hits the rear door button. The hydraulic steel door whines as it opens.

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91.

EXT. LOS ANGELES HIGHWAY - CONTINUOUS

Max reaches into his pocket and pulls out the THERMAL GRENADE. He pops the pin. Holds it closed with his hand.

Kruger emerges from the Raven. He walks out into the sunlight towards Max. Max watches him coming like a hawk.

KRUGER

There's my favorite human. What's that for? I am unarmed, my dear.

MAX

If you ever want to use this bullshit (pointing to his head), you're going to do exactly what I say. You understand?

Kruger stops walking. They stand facing each other. The hot sun beating down on the road.

KRUGER

It seems as though you hold the upper hand my friend. Step on board and let's discuss.

MAX

Does it look like I WANT TO DISCUSS THINGS?! Fly me up there. I need medical attention now.

KRUGER

Fine.

MAX

You can have whatever this shit is (pointing at head) when I'm healed.

KRUGER

OK. Let's go. Climb aboard partner.

Kruger points to the doorway of the RAVEN. Max's eyes dart over to the large shuttle and back to Kruger.

MAX

I swear to Christ, you make one move, I will blow this fucking thing and myself into red mist.

Kruger nods and smirks.

KRUGER

Let's go. Let's take you up there to your new existence.
(MORE)

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.92.

KRUGER (CONT'D)
Leave this terrible latrine of a
planet. Leave all this behind you.
Get that horrible irradiated body
fixed.

Kruger heads for the Raven. Max grips his grenade and follows him. Kruger walks into the shuttle. Max enters and sees.....

FREY.

Max freezes in his tracks. His eyes transfixed on her. As she comforts Matilda, she looks at him. Tears run down her face.

FREY
What.....

Suddenly her demeanor changes. She becomes ice cold.

FREY (CONT'D)
You backstabbing bastard. You did
this to us--

Kruger covers her mouth, she struggles, only angry muffled sounds can be heard. Max stands speechless, stunned.

KRUGER
Okay, let's head out boys!

The rear bay doors seal up with a hydraulic HISS.

EXT. LOS ANGELES

The RAVEN accelerates up into the sky at blistering speed.

INT. RAVEN

Max still holds his grenade. He sits opposite Frey. He looks at her without blinking.

MAX
I'm....I....I didn't...

He turns to look at Kruger.

MAX (CONT'D)
Let her go for god's sake. What the hell does she have to do with this?

Kruger turns to Max and smiles.

KRUGER
Well, you two are obviously old friends.
(MORE)

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93.

KRUGER (CONT'D)
Please feel free to come round and visit, you can catch up on old times. We have a lovely patio at home. (icy to Max) Focus on your own problems, son.

INT. SPIDER'S LAIR

Spider hobbles over to a computer. A techie operates it.

SPIDER
Ok, where is he?

TECHIE
Just pulling it up sir.

The tracking point on Max shows up as a dot on the screen.

TECHIE (CONT'D)
Whoa... he's airborne. Leaving earth sir, bound for Elysium.

Spider looks shocked. Then snaps into motion.

SPIDER
Manuel, Rico, fire up the shuttle. Get weapons, get kit. We're going up.

INT. CCB HQ CONTROL ROOM - DAY

RHODES sits at her desk. Her wrist vibrates. She sees the number, very calmly and quietly leans forward.

RHODES
Do you have it?

KRUGER
Protocol is onboard.

Rhodes looks around to make sure nobody is watching.

RHODES
I'll expect you in 19 minutes.

EXT. SPACE

The RAVEN hurtles toward ELYSIUM at 22 thousand kph.

INT. RAVEN

Max watches Frey. He attempts to say something.

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94.

MAX
Frey...

She doesn't look at him. Max glances over at Crowe, who stares back, getting uneasy in the Zero G.

MATILDA
Mommy I'm scared.

FREY
Don't worry, everything's going to be fine, I promise.

She slowly looks up at Max. Their eyes meet. He looks away.

He grips the grenade so hard his tendons flex.

He looks around the craft. And his eyes slow on warning logos: "warning pressurised hull."

Max looks out the porthole at the vacuum of space. He sees ELYSIUM coming into focus. Frey looks at him. Hard, bitter.

FREY (CONT'D)
This how you always imagined it?

He says nothing. Deeply conflicted.

Suddenly the jet hits the atmosphere of Elysium. Shaking and reverberating through the whole ship. Matilda starts CRYING.

FREY (CONT'D)
It's ok sweetie. It's alright.

Kruger goes and sits dangerously close to Matilda.

KRUGER
It's just called reentry. We're about to land. We're home. I promise you, you're gonna love it.

Max looks out his window. The ship slows, rows of gorgeous mansions extend forever. His dream, right there.

He looks back at Frey, Matilda. The child terrified, tears on Frey's cheeks. Max blinks hard, makes an impossible decision.

MAX
Fuck it.

He reels back and tosses the GRENADE all the way up to the cockpit. It clinks and rolls up to Drake.

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95.

SLOW MO: Kruger whips his head over, his pupils dilate. Drake looks at the grenade at his feet in disbelief.

MAX (CONT'D)
(to Frey) Cover your ears!!!

Max is free in his seat, he moves fast and grabs Matilda. He covers her ears and gets into a firm brace position as--

EXT. ELYSIUM

BOOOOOOOOOOOOM.

A MASSIVE EXPLOSION tears through the RAVEN cockpit. The explosion sends the RAVEN screaming downward into the mansions, crashing into the lawns.

SSSSSSMMMMMAAAAASHHHHHHHH. Frey is shaken around violently, screaming, but she's held by her harness. Max hangs onto Matilda for dear life as the impact sends everything flying.

EXT. ELYSIUM

THE RAVEN clips a MANSION, blasting cement dust out like a meteor hit, it digs into the lawn sending clumps of dirt and grass hundreds of feet in the air.

Martini sipping ELYSIAN women scream and PANIC, jumping out of their hot tub as the ship tears through their garden.

INSIDE THE RAVEN:

Crowe is shaken violently in his harness.

Kruger is unbelted and slammed into the cockpit with car-crash speed, smashing his head on a steel railing.

The behemoth scrapes along, tearing up the Bel Air style garden, finally smashing into a mansion and stopping.

INT. SPIDER'S UPLOAD ROOM - DAY

A techie sits watching a monitor. He speaks into a mic.

TECHIE
They just went down on the surface.

INT. SPIDER'S SHUTTLE

We find Spider in his own shuttle with Manuel and gangsters.

SPIDER
Got it... Go faster.

96.

INT. CCB HQ CONTROL ROOM - DAY

Rhodes spins her head around as an alarm rings inside the CCB control room. The huge wall screen in the CCB displays a massive warning: FOREIGN VESSEL IMPACT, BETA QUADRANT.

CCB AGENT 4
What do you want us to do ma'am?

Rhodes abruptly stands and grabs her coat.

RHODES
Scramble a jet for me.

EXT/INT. RAVEN

The dust begins to settle. Electrical circuits spark and hiss. Max coughs and pulls himself upright, the entire RAVEN is on its side, the walls are now the floor.

Frey hangs suspended from the roof inside her harness.

FREY
MATILDA! WHERE IS SHE??

Max finds her still in his arms.

MAX
She's fine, I got her.

Matilda is crying.

MATILDA
Mommy!

FREY
It's ok sweetie, it's ok.

Max looks around the sparking smoked-up interior. He sees Crowe beginning to stir.

Max goes to Frey, tries to get her out of the harness, but--

It won't budge. He runs over to a console of switches and buttons at the back and hits them, one after the next, accidentally the rear BAY DOORS hydraulically hiss open.

Sunlight spills into the smoke-filled interior, along with ash and embers. Fire from the jet fuel burns outside.

As Max tries to find the button to release Frey, Crowe begins to rise. Max looks over at him, he looks back at Frey and violently tries to rip the harness open. It won't budge.

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97.

MAX
(to Matilda) Go go, run!

MATILDA
No! MOMMY!!

FREY
Run, Matilda! RUN I'LL COME FOR
YOU! GO!

Crowe stumbles to his feet.

CROWE
You're dead.

FREY
RRRUUUNNNN!!!

Matilda runs out the back into the garden. She hides in the rose bushes.

SLOW MOTION: Drake grabs his huge SMART GUN and harnesses it into a bracket connected to his chest armor.

Max dives and grabs the DEFLECTOR off a weapons rack.

Drake's finger on the trigger. CLICK.

Max's finger on the Deflector. CLICK.

Normal speed: the smartgun unloads an ungodly amount of lead at Max, the deafening gun filling the interior with smoke.

ULTRA SLOW MO: the bullets hit the force-field around Max and deflect in all directions, knocking Max violently back. Crowe keeps firing, walking toward Max, never letting up.

CROWE
Die, peasant.

Most of the barrage of lead is sent out of the Raven, tearing up the lawn sending plumes of dirt up.

EXT. RAVEN

The force of the bullets knocks Max out of the RAVEN onto the dirt and the metal subsurface of Elysium exposed by the crash.

Despite the violence, as soon as Max makes contact with Elysium's surface, the mainframe becomes aware of him:

HOLOGRAPHIC icons and data popup all around Max: "deal on HUGO BOSS," "amazon account - not registered," etc.

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98.

Max falls on his back, the deflector is knocked out of his hand, the force-field goes away. Max moves like a lightning bolt toward Crowe, grabbing the huge gun while the psycho continues firing. Max uses his superior HULC strength and smashes the gun in two over his titanium covered knee.

With awesome martial arts moves, Max grabs Crowe's arm, pops his elbow. Crowe howls in pain. Icons and data pop up, showing directions to the closest medical bay.

Max reaches over to Crowe's tactical webbing, pulls the pin out of a GRENADE and kicks him back onto the lawn.

Max moves back inside to help FREY, BOOOOOOM! A cloud of blood, dirt and grass is hurled into the air behind Max.

INT. RAVEN - CONTINUOUS

Kruger stumbles up, very unsure on his feet. Frey looks at him, trembles with fear. He slowly pulls two throwing knives.

KRUGER
The pain isn't real.

EXT. ELYSIUM

Kruger hurls the throwing knives with cobra-like snaps. But Max moves so fast that he deflects the blades in the air.

MAX
C'mon. You can do better.

Kruger throws a barrage of four, Max smacks three out of the air, one digs into his stomach, he stumbles backwards.

In the second it takes Max to pull the blade from his stomach, Kruger draws his KATANA and comes at Max full force.

He swings his sword like a drunken pro. Max uses the exo-suit on his wrists and shins as steel shields.

KLINK KLINK. Kruger's sword is stopped by Max's augmented limbs. But the sheer aggressive onslaught is too much, finally knocking Max back to the ground.

The maniac stands over Max, puts a boot on his chest.

KRUGER
I'm going to enjoy this. I'm going to hard deliver them your head.

Kruger slowly raises the KATANA. Max's fingers outstretched, feeling for anything, he feels the tactical webbing of the remains of Crowe, and then his fingers find Crowe's SHOTGUN.

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As Kruger brings the blade down, with bullet-like speed Max grabs the shotgun and uses it as a shield.

ULTRA SLOW MO: the KATANA shatters like glass, glinting pieces of titanium fracturing and splintering into the sunlight. Twinkling in front of Max's face.

Max spins up and KICKS Kruger so hard, the kick FLINGS Kruger back against the Raven like a rag doll. The coughing wheezing maniac drops the remains of his sword, trying to breathe.

INT. RAVEN - CONTINUOUS

Frey watches as the violence unfolds just outside the ship:

Max swings the shotgun up, cocks it and steps right up to Kruger who is now lying propped up against the Raven door. Max puts the shotgun in Kruger's face.

KRUGER

(Weakly) See you soon...

Kruger smiles, and licks the barrel of the shotgun.

CLOSE UP: Max's trigger finger... CLICK.

The shotgun pellets BLOW Kruger's face off.

EXT. MANSION ELYSIUM

An ELYSIAN FATHER comes out of his house to see Max executing Kruger. The man panics.

ELYSIAN MAN

Oh god! Sweetie call immigration,
get the kids!

Max drops the gun and suddenly remembers Frey. He goes into--

INT. RAVEN - CONTINUOUS

Max walks into the smoky interior, and fires his shotgun at the control panel. BOOM! The ship flickers, the harnesses all snap open. Frey is released and falls against the wall. She slumps down. Max moves toward her, but she pushes past him.

FREY

MATILDA!!

Matilda races out of the bushes, rushes up to her mom. Frey drops down and hugs her little girl tighter than ever.

Max turns to the rack of guns in the RAVEN and grabs a RAILGUN. He sees a MEDPACK on the ammo shelf and grabs it.

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He runs over to FREY, about to pull the two girls to safety when he realizes the beauty and scale of ELYSIUM.

Frey rises slowly, holding Matilda. The three earthlings take a moment. They have never seen anything like this before. The stunning torus creates a horizon that never ends.

But Max hears something. He snaps his head over to see: a HOMELAND DEFENSE RAVEN incoming.

MAX
We gotta get out of here. Now.

He turns to grab Frey, she rips her arm away.

MAX (CONT'D)
Look. I know words mean nothing, but I promise you right now if you want to get out of this alive, you have to come with me. Please.

The HOMELAND DEFENSE RAVEN is coming in fast. Max grabs Matilda and pulls Frey. They run across the manicured lawn. The smoking wreckage of the shuttle smoulders behind them.

INT. HOMELAND DEFENSE RAVEN - CONTINUOUS

Rhodes stands at the open door. IMMIGRATION DROIDS peer over her shoulder watching the illegals run across the lawn.

DROID
Three suspects, ma'am.

CABIN SPEAKERS
Dispensing tear gas and net guns.

RHODES
Negative. Use live ammunition, wound the male, but do not damage his head. Kill the other two.

DROID
Roger that, ma'am.

The droid shoulders his SMG and FIRES!

EXT. MANSION ELYSIUM

Matilda screams as BULLETS kick up the dirt behind them. They race up the stairs of a palatial mansion.

Frey tries desperately to get into the house. All the doors are locked.

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101.

The droids fire again, tearing up potted plants and shattering tiles. Max turns and fires his RAILGUN at them, HYPERSONIC ROUNDS tearing straight through the Raven.

RHODES ducks as splinters of metal shatter through the cabin. Pin-pricks of light poke through the punctured hull.

Frey keeps trying to find a way into the house.

MAX
This way!

Max and the girls run along the side of the mansion, and then down stairs. The droids fire at them, blowing chunks out of the earth, kicking up water from the pool.

Max turns and fires, he BLOWS one of the droids away. The shattered droid boils across the cabin floor. Sparks and bolts ping around the cabin. Rhodes protects her head.

RHODES
Take him out!

The droid mans a huge DOOR-GUN, and opens fire, trimming palm trees with a beam of lead. Max trips and falls, Frey turns.

MAX
Go go! Keep going!

He lifts his rifle and takes a second to aim. He fires straight into the wing turbine. The engine explodes! The RAVEN immediately begins to lose altitude.

Max gets up. As he sprints after Frey and Matilda, we see the Raven smack into the lawn, like a very hard chopper landing.

INT. RAVEN

Rhodes hangs on as it SLAMS to the ground and comes to rest. Warning alarms blare. Rhodes uncouples herself and steps out of the smoke into the sun. She looks around for Max. Gone.

EXT. MANSIONS

Max and the girls keep running across mansion grounds. Max is clearly in serious pain, struggling. Frey looks back.

EXT. MANSION ELYSIUM

Rhodes walks over to the smoky remains of Kruger's shuttle. She sees KRUGER'S BODY. She takes a moment to look at the sheer devastation. Then she hears--

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102.

The slow whine of a third RAVEN incoming. She turns to look at it. She waves her arms, directing it down toward her.

EXT. ELYSIUM MANSIONS

Max and the girls break through a perfect hedge. They race up marble steps. Max shatters a window and--

INT. MANSION ELYSIUM

Max lands on the marble floor. Frey and Matilda follow. They hear the roar of the CCB RAVEN outside.

Max silently peers over the edge of the windowsill. He watches as the Raven screams by overhead, departing with Rhodes in it. He watches it disappear, then--

Max starts laughing, relief washing over him.

Matilda gets up and runs through the immense house. Max slowly stands. He walks around taking it all in.

He and Frey walk onto a back deck that looks out at the magnificence of Elysium. Bright flowers. Shimmering lakes.

FREY

I never thought it could be so....

MAX

Beautiful. Yeah.

A look between them. They made it.

An overhead computer voice begins reading features about the house. It is for sale. Matilda runs into the children's room.

MATILDA (O.S.)

Mommy! Come and see.

Frey walks into the children's room, which is bigger than their house. It is stuffed with brand new toys.

MATILDA (CONT'D)

Please can we stay?

Max enters the room. As he looks around, we see a FLASH of his ORPHANAGE. We cut back to the room and--

Suddenly Max DOUBLES OVER in pain. The barcode on his wrist lights up for a second as the house scans it. BEEP.

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103.

OVERHEAD VOICE
RUNNING MEDICAL SCAN...completed.
Please report to the medical bay at
once citizen. Multiple organ
failure imminent, white blood cell
diminishing. Please report.

Frey rushes over to him. She feels for his vitals.

FREY

Oh god.

She lifts him up, he winces in pain.

INT. CCB HQ

We follow Rhodes as the CCB droids walk behind her. They carry KRUGER in a body bag. They move through a door to--

INT. CCB ARMORY

The large high-tech room is a mixture of equipment and weaponry. Two CCB MEDICAL DROIDS stand waiting. Rhodes waves the droids carrying KRUGER in. They dump the body on a table.

RHODES

Fix him.

The droids pull the bodybag off Kruger. His wound seems beyond the point of repair. The medical DROIDS grab plastic packages, they break the seals and pour the white powder contained within all over Kruger's destroyed face.

A robotic ultra-violet light begins interacting with the powder. Magically we see Kruger's face begin to regrow. As this happens, the droids begins linking up IV's and sensors. Starting the heart again. Getting the body back online.

MED ROBOT

Blood flow is looking good.

The body starts breathing, then its eyes open. The droids start pulling off all the medical sensors. KRUGER'S face is complete. As good as new. In fact, better. No scars.

INT. MANSION ELYSIUM

Frey helps Max into the medical room while Matilda watches. The room looks like a hospital MRI ROOM designed by poggenpohl. There is a medical table.

Frey knocks the flower jars off and puts Max down. There is one large button. She hits it. A laser scans Max's FAKE ID. A holographic menu pops up. A choice of cosmetic upgrades.

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104.

OVERHEAD VOICE
A variety of health upgrades are on offer. We have a sale at the moment in the Armani range. Please make your selection from the menu.

Max looks at Frey and Matilda. He touches the Armani logo. The overhead cover begins coming down. Closing Max inside.

EXT. MANSION ELYSIUM

SPIDER'S graffiti-ritten ship comes in fast and lands on the lawn outside the mansion. Spider hops out. Manuel and Rico hop out with him. Spider looks back into the shuttle.

SPIDER
Take off, give them some exercise.

The shuttle takes off behind them and leaves.

INT. MANSION ELYSIUM

Spider smashes the door open. He walks inside following his tracker. It leads him to the MED BAY. He sees Max about to be re-atomized and healed.

SPIDER
NO!!!

Spider lunges forward and uses his gun to jam the machine from closing. He hits the CANCEL button.

MAX
What the fuck are you doing? What are you doing here?!

SPIDER
You can't do that. Not yet. It'll destroy the data.

MAX
I don't care about your fucking DATA. I'M DYING. Do you know what I went through to get here?

SPIDER
Please....If you're re-atomized now, it'll scramble the data. You can't heal yourself, not yet.

MAX
Are you kidding? Get the hell out!

Max tries to push him away.

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105.

SPIDER
Will you listen? There's another way. There's another way asshole!

Matilda cries, the fighting getting to her.

FREY
Let's get you out of here.

Max throws Spider from the med bay. Spider knocks over plants and vases, smashing them. Matilda starts trembling.

FREY (CONT'D)
Baby? Hey sweetie?!

MAX
Get out! GET the hell OUT!

The gangsters point their AK47s at Max.

RICO
I'm gonna waste this motherfucker!

SPIDER
NO! NO!! Don't!

Matilda's eyes roll back. She is having a full seizure.

FREY
MATILDA? MATILDA!!

Max and Spider and the gangsters all stop and look at the little girl. Frey stands up frantically.

FREY (CONT'D)
No! No!!

She grabs Matilda, rushes to the medical bay and puts the child down gently. Spider is helped up by the gangsters.

FREY (CONT'D)
Please god, don't let this happen.

She hits the ANALYZE button. There is a loud error BEEP.

OVERHEAD VOICE
Error, no citizen detected.

FREY
NOOOO!!! PLEASE!!!!

She violently hits the button again.

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106.

OVERHEAD VOICE
Error, no citizen detected.

Frey starts hitting the machine.

FREY
PLEASE!!

She SMASHES the button again.

OVERHEAD VOICE
Error, no citizen detected.

She looks at Max.

FREY
GIVE HER YOUR CITIZEN CHIP! YOUR
ARM! GIVE IT TO HER!

Max looks down at the ID burned into his arm.

SPIDER
He can't. It's coded to his DNA.

Frey collapses onto her knees beside the table. She chokes back tears. She strokes Matilda's hair.

FREY
Just hold on baby, mommy will find
a way. Just hold on.

Max looks out at the sprawling estate. The manicured lawns extending for ages. The magnificent curve of Elysium.

Then he turns back to Frey and Matilda.

MAX
Ok... (turns to Spider) If I do
this, it'll help her right?

Spider nods. Max looks back down at his broken body.

MAX (CONT'D)
Let's get on with it.

INT. CCB MED-LAB

KRUGER is now alive. The MED BOTS disengage the cables that suspend him, and he collapses like a marionette. Slowly his fingers uncurl. His muscles tremble as he rises to his feet.

KRUGER
Christ I hate rehabilitation.

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107.

He looks around, slowly walks over to a row of sinks and mirrors. He checks out his reflection.

RHODES
Do you realize what you've done?
You crashed a CCB vehicle into the
Bryanston sector!

Kruger continues to look at his new face.

KRUGER
I hate how new it is. Like a baby.

RHODES
I hired you to be covert! You know
how much I have to clean up now?

Kruger suddenly punches the mirror. The broken glass cascades everywhere. Rhodes seems momentarily shocked.

RHODES (CONT'D)
Are you listening to me?

Kruger takes a shard of glass and cuts above his eyebrow.

RHODES (CONT'D)
That human is running around here
now, god knows where. We need to
get that data out of his head
before he realizes what he has, or
before the administration realize
what we were doing and hang us both
for treason. You understand?

Kruger admires himself in the mirror, his fresh scars. He looks more like the old Kruger. Rhodes steps closer.

RHODES (CONT'D)
Kruger. Have you heard a word I've
said?!

Kruger cocks his head, then turns and with lightning speed
SLITS RHODES' THROAT.

SLICE.

Rhodes chokes and falls to her knees gurgling. Kruger throws the piece of glass, KLINK, it bounces off tiles somewhere.

The med robots stand by. Rhodes cannot form a sentence to get them to help her. She falls, dead.

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108.

KRUGER

Now nobody knows about that data.
Nobody but him and me. Which means,
when I get it, this place is mine.

Kruger grabs a weapon, and steps over Rhodes as he heads out.

INT. MANSION ELYSIUM

Max and Spider huddle over a tattered MAP OF ELYSIUM. It is big, taking up the whole kitchen table. Gangsters look on.

SPIDER

We need to get that data out before you're healed. The healing process strips the atoms and realigns them, it will corrupt the data instantly. After we extract the data, then we'll fix you up. Plan is, we break in, download it, then get you here right away. (points to map) They have medical bays in the armory.

Max looks over at Frey and Matilda. Frey has a wet cloth on her brow, cooling her daughter down.

MAX

You're sure this will work? This will give them what they need?

SPIDER

Brother. If we do this, humans become citizens of Elysium. She can get cured right away. Along with nine billion others.

Max contemplates the answer. Spider motions to the map.

SPIDER (CONT'D)

We drop in here. This is a back entrance to the control room.

We follow his finger along the illegal map.

SPIDER (CONT'D)

All the way in here. Boom. This is the protocol room.

MAX

How do we get through these?

He points at the airlocks. Spider reaches into his bag and pulls out a swipe card connected to a handheld computer.

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109.

SPIDER
Run a bypass. I always come prepared, son.

MANUEL
Goddamn suicide run.

Spider gives a rueful smile.

SPIDER
It's much worse than that.

He looks over at Frey.

SPIDER (CONT'D)
We could use your help.

FREY
I'm not leaving her.

Spider holds up a headset and laptop.

SPIDER
Just guide us. Real time satellite feed. When the shit hits the fan in there, you can be our eyes.

Frey nods. Max stands, lifts an AK47, checks the breach.

MAX
Alright then.

JUMP CUTS: various guns/ammo loaded into pouches. Zipped up, backpacks on.

They stand at the front door to the mansion. About to leave. Max takes a headset and earpiece from Spider. He puts it on. Frey walks over to Max. Quiet.

FREY
Thank you.

Max looks back.

MAX
Listen... I'm.....I just....

SPIDER
Let's go, son.

FREY
It's ok...Max...Go.

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110.

INT. CCB ARMORY

Kruger sits on a medical bench as the MED BOTS BOLT a HULC SUIT into his bones. Similar to Max. But more expensive. More high-tech. Like an F22 vs an F14. It's magnificent.

Once secured, Kruger goes to his LOCKER. Still has his name on it. He opens the locker and starts pulling out his gear.

EXT. MANSION ELYSIUM - NIGHT

Manuel and the gangsters run ahead into the night. The huge mansions flood-lit. Max and Spider follow. Guns drawn.

INT. MANSION ELYSIUM

Frey wears the head-set. She watches them on the laptop. The access hatch shows up in the satellite data.

FREY
It's about 20 meters ahead of you.

EXT. MANSION ELYSIUM

They arrive at the still smouldering crash site. Using flashlights, they find the hatch under the ripped-up earth. They open it, and jump into the SUBSTRUCTURE of Elysium.

INT. CCB HQ

Kruger calmly walks out of the armory. He steps into the central corridor. He casually lifts a grenade from a pouch, pulls the ring and throws it down the corridor. He walks back into the airlock. BOOOOOOOOM!!!! Fire and smoke billow.

INT. SUB STRUCTURE

We hear the deep base rumblings of the explosion.

MAX
What the hell was that?

INT. CCB HQ CONTROL ROOM

Warning lights start spinning. All the CCB agents rise. Rushing for the exits. The lighting blinks on and off, as though the grenade has damaged the power source.

OVERHEAD VOICE
All agents, go to the nearest exit
and proceed calmly to ground level.

The panicked agents run out of the CCB headquarters.

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111.

SLOW MO: we see KRUGER move in the opposite direction to them, walking toward us. He flips his hood down. Deadly.

INT. CCB HQ

A hatch opens above the hallway. Manuel drops down and pulls out his gun. He spins the other way. NO ONE.

He stands like a sentry as another gangster, RICO, hops down. The CCB is smoky, burning embers floating through the air.

MANUEL

Where the hell is everybody?

Spider is lowered down by Max. Max hops into the corridor.

FREY (IN COMM)

Okay. It's to your right.

Spider leads the brigade to the first airlock sealed doors. He slips his SECURITY CARD into the reader and scans the code, he types and...TSSSHHHHHH the doors open.

SPIDER

Come on, let's move.

FREY (IN COMM)

Seems clear.

Spider opens the second doors to be met by more smoke. Max cautiously checks the room, waves his gun from side to side. Clear. They start moving into it. And suddenly--

Max hears a blood-curdling SCREAM from RICO. They spin to see him exploded by--

KRUGER. The gangster is hurled across the room. Kruger's deadly wrist device sparking and winding down from the kill.

Max lifts his gun and FIRES, but--

Kruger's high-tech suit MELTS the gun in Max's hand. Liquid molten AK47 drips all over the floor.

MANUEL

RUUUUNNN!!! SPIDER GO!!! TAKE HIM!

Spider tries to grab Max.

MAX

NO! Don't leave him!

Manuel lifts his assault rifle, pops off a few rounds, but the bullets just glance off Kruger's billion dollar HULC.

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112.

Kruger casually lifts his wrist, sending a beam that turns Manuel's gun into ASH. Manuel screams as his hands are burnt. Smoking embers of burning metal floating around the room.

Kruger spin-kicks Manuel across the room, the gangster bounces off the wall like a soccer ball.

MAX (CONT'D)
FUCK THIS.

Max summons his energy, runs toward Kruger and LEAPS.

He smashes into Kruger, sending them both back, DENTING an airlock door with 500 lbs of steal exo strength.

Max grabs one of the throwing knives off Kruger's vest and stabs it through Kruger's wrist WEAPON. The device crackles and sparks. Blood leaking across the white stark CCB.

KRUGER
That's a cheap shot, that's a fucking cheap shot.

Max starts to take the upper hand when....

Max goes into a white hot flash of cerebral pain. The epileptic seizure of DATA-OVERLOAD hits him, he trips and stumbles over desks and terminals, holding his head.

Manuel grabs Max and pulls him back toward Spider.

Kruger rises, whips out a deadly throwing knife and wings it at Manuel. It digs into his sternum. He drops to his knees.

Spider looks back to see his friend go down, gasping for air. Spider turns back, hacking the control-room airlock.

Max sees Manuel die. Anger coursing through his veins, Max uses every ounce of strength to will himself to his feet.

Kruger lunges at him. His knife comes flashing toward Max's head like lightning, barely missing his jugular.

Max delivers a sequence of awesome martial arts kicks and punches knocking Kruger back, giving him time to escape.

Max dives into the airlock and hits the SHUT button. The door starts shutting. But Kruger leaps and wedges his steel encased body in between the airlocked doors, jamming them. He's trapped there.

Max drags himself away, looking back as Kruger struggles to free himself. Max and Spider hobble into--

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113.

INT. CCB HQ CONTROL ROOM

Max and Spider make their way through the immense, abandoned CONTROL ROOM. Walls still flicker with warnings:

ILLEGALS DETECTED IN CONTROL ROOM.

They reach the next airlock. Max turns back to see Kruger pulling free himself.

MAX

Come on come on--

Spider disengages the door, and they move fast into--

INT. GANTRY ELYSIUM

The gantry is suspended hundreds of meters up, like a bridge over the immense sub-structure of Elysium. It looks like something out of STAR WARS. Huge volumes of wind swirl.

Max and Spider hobble along the gantry, MEDBAY and PROTOCOL station writing in signs overhead. Max looks up, sees:

Kruger keeps coming, a relentless killer.

SPIDER

Come on, keep moving!

Max stops, watches this cold-blooded killer.

MAX

No, no... He'll never stop.

A calm passes over Max, as Kruger bears down.

MAX (CONT'D)

You got nothing to fight for. I do.

Max and Kruger collide in a deadly sequence of moves.

KRUGER

I have everything to fight for. I have all this.

Max struggles. But he makes a desperate move, GRABBING hold of the NERVE CENTER on the back of Kruger's HULC.

Max tears it off with all his strength. SPARKS explode and shredded circuitry come out in his hand. We hear Kruger's suit power down, and--

Max kicks the living shit out of him.

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114.

Kruger falls into a crumpled heap. They are at the end of the gantry, where the ARMORY has MEDBAYS LINED UP.

Kruger looks at Max's dying body. He looks into the ARMORY, then back at Max, choking, laughing.

KRUGER (CONT'D)
Your....friend...didn't tell you
everything, did he?

Max looks at Kruger, confused.

KRUGER (CONT'D)
You think...you can pull that data
out of your head and live? You
think you just carry on with your
little life?

Kruger is laughing, choking.

KRUGER (CONT'D)
You fucking idiot... That data will
kill you the second it's retrieved.

Max turns to Spider.

MAX
What..? Is that...true?

A beat. Spider looks back at him. Yes.

KRUGER
You wanna save...all your little
earthlings...then you're gonna die.

INT. MANSION ELYSIUM

Frey covers her mouth as she hears them over the comms.

INT. GANTRY

Max looks at Spider.

MAX
HOW COULD YOU DO THIS TO ME?

Kruger laughs with his dying breath.

KRUGER
Dead.... You're dead.

Max gets up in a rage, he grabs Kruger's BODY and HURLS him off the edge of the GANTRY into oblivion. Kruger disappears into the darkness. For good. Max drops, devastated.

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115.

SPIDER

I'm sorry man, I'm sorry. I didn't know how to tell you. You can still choose. It's one or the other.

MAX

I'm not dying here.

Frey listens to the conversation. She looks toward Matilda.

SPIDER

You have the ability to save everyone, everyone. But I'm not going to force you, I know I can't. It's right there (points at med bay)... You choose.

MAX

And what? I have to die. That's my goddamn choice?

Spider turns to see the security droids and politicians have arrived at the end of the GANTRY.

Max gets up and stumbles toward the MEDBAY. Spider SHUTS the security door behind them as they leave the gantry. He MELTS the control circuit, sealing it.

Max stumbles over to a MEDBAY, and leans against the machine. His fingers caress the "DIAGNOSE" and "HEAL" buttons.

We hear the sound of cutting metal. Spider looks up to see CCB DROIDS cutting through the security door.

Max blinks hard. He wipes his face and turns away from the machine. He looks back at the droids. He limps toward Spider.

MAX (CONT'D)

Let's finish this.

He motions to the final airlock before the PROTOCOL ROOM. He steps away from the MED BAY, he has made his decision.

INT. PROTOCOL ROOM

Spider runs a bypass on the protocol door. The hydraulic door opens revealing the PROTOCOL CORE. Max stands for a moment, stares at the space, the inner core of Elysium.

EXT. MANSION ELYSIUM

We follow IMMIGRATION DROIDS as they load up guns with tear-gas and run across the LAWN towards Frey in the mansion.

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116.

IMMIGRATION DROID
Two illegals detected.

INT. PROTOCOL ROOM

Max collapses next to the central computer. Spider closes and seals the door behind them.

The glass floor of the protocol room is the final barrier between the inside of Elysium and space. EARTH looms directly under them. Max looks down at the world that raised him.

INT. MANSION ELYSIUM

Frey sees Max as a small infrared heat dot on the screen.

She is fighting back tears. She sees the Immigration Droids coming across the LAWN. She leans over and pulls Matilda closer. But doesn't leave the monitor.

INT. PROTOCOL ROOM

Spider walks over to the central console and takes out his little computer, he plugs his USB wire into the PROTOCOL. He gives the other end to Max. Max clumsily plugs it into his own head. He calmly looks back down at Earth. He remembers the locket on his neck. He snaps it off, holding it.

MAX
Frey.

She swallows and then adjusts her mic to speak into it.

FREY
Yeah.

MAX
Remember, when I stole your watch.

SPIDER
Ok, syncing.

FREY
Yeah.

MAX
I'm sorry about that. It's just....
I don't know why I took it, I
wanted to get into that stupid
gang.

FREY
It's ok.

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117.

Max opens the locket, looking at the image of Earth. The same one he can see with his own eyes now.

Spider types furiously, hacking into the system core. He looks up to see the DROIDS running to the final door.

SPIDER
Shit. Here they come.

MAX
You forgive me?

FREY
Yes, Max.

BANG. They hit the door. THUMP THUMP, sparks fly as the acetylene torch starts cutting.

MAX
And then, I stole.....Matilda's money. I'm really sorry, I swear.

SLOW MO the sparks drizzle into the room. The security droids raising guns.

FREY
I forgive you, Max.

MAX
For both times?

FREY
Yes, both times.

INT. MANSION ELYSIUM

The droids smash open the doors to the mansion and enter. Frey looks up at them on the other side of the house.

INT. PROTOCOL ROOM

The computer screen reads: "PLEASE ENCODE NEW ADMINISTRATOR."

SPIDER
If I don't get this working soon,
we are fucking dead.

Spider puts his open hand to the biometric reader. -SCAN-
Complete. -COMPILING-

SPIDER (CONT'D)
HURRY UP HURRY UP!!

BEEP. SYSTEM READY.

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118.

SPIDER (CONT'D)
We're good, we're good--

MAX
WAIT. Give it to me.

Spider hands the KEYBOARD to Max. Max takes it. With his other hand he drops the locket on the glass floor. Two earths, one real one image, hanging there.

MAX (CONT'D)
Frey.

FREY
Yes?

Max looks at the ENTER key. His finger hovers over it.

MAX
Thank you.

SLOW MO: MAX hits the ENTER KEY.

His eyes close. His hand drops to the floor.....dead.

The computer screen fills with billions of lines of code.

BOOM. The door finally gives way. The DROIDS run in. They are trailed by REP PATEL and a young politician, REP SMYTHE. The droids GRAB SPIDER violently, beating him.

SPIDER
NO--

Patel enters the room, aghast to see the immigrants in the most secure zone.

REP SMYTHE
Kill him!

INT. MANSION ELYSIUM

The DROIDS smash the laptop in front of Frey and violently rip her from the chair. Another one grabs Matilda.

INT. PROTOCOL ROOM

Computer screen: COMPILED. HUMAN STATUS:LEGAL.

INT. MANSION ELYSIUM

Instantaneously, the DROIDS let go of Frey. The code on their visors suddenly starts scrolling, like a DOS REBOOT.

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119.

INT. PROTOCOL ROOM

The droids let go of Spider and help him up.

DROID
APOLOGIES CITIZEN.

REP PATEL
Arrest him!

REP SMYTHE
Shoot him! Now!

DROID
I cannot harm a citizen of Elysium.

REP SMYTHE
A CITIZEN? A what?!

Spider calmly grabs his handheld computer off the deck.

SPIDER
Guess who Elysium belongs to now,
bitch?

He smiles at the politicians as he leaves. The men look at each other, knowing their days are over. MAX'S BODY lays there dead. And we see one final flash of memory:

INT. YOUTH PRISON - DAY

Young prisoners line up against the wall. The WARDEN makes them stick out their tongues, while he checks for contraband. He walks up to ELEVEN YEAR OLD MAX.

WARDEN
You again, back for more, hey? Open your mouth.

Max sticks his tongue out at the Warden, the other kids laugh. He punches Max in the stomach. Max collapses, lying at the Warden's feet gasping for air. The kids quiet.

WARDEN (CONT'D)
No one knows your name.

The Warden leans down next to him.

WARDEN (CONT'D)
No one will remember you. You will never accomplish anything...

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120.

INT. ORPHANAGE - NIGHT

Young Max cries. The Nun sits on the edge of his ratty bed.

NUN

Everyone has one special thing Max,
one thing that they are meant to
do, one thing they were born for.

INT. MANSION ELYSIUM

Frey gently places Matilda down on the med table. She presses the ANALYZE button.

OVERHEAD VOICE

CITIZEN M SATIAGO. Female. Severe
epileptic edema.

A soft blue/white light moves up and down Matilda's body. RE-ATOMIZING. Frey watches in disbelief as her daughter is mended. The machine gently opens.

Frey stands with baited breath. Matilda slowly opens her eyes. She turns and looks over at her mom. 100% CLEAR.

MONTAGE:

Humans all over Elysium come out of hiding. The old, the sick, all getting medical care in their mansions.

Shots of humans on earth scrambling for tickets to ships. SHUTTLES stuffed like Indian trains. Bound for Elysium.

Frey and Matilda play in their garden. The huge orb of Earth floats behind them. Frey wears Max's necklace now. She holds it for a moment. And then continues to play with Matilda...

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Ex.C

ER 464

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A handwritten signature in black ink, appearing to read "Maria A. Pallante".

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June 21, 2013

Title

Title of Work: Butterfly Driver

Previous or Alternative Title: Uberopolis: City of Light

Completion/Publication

Year of Completion: 2005

Author

Author: Steve Kenyatta Wilson Briggs

Author Created: text

Citizen of: United States

Domiciled in: United States

Year Born: 1964

Copyright claimant

Copyright Claimant: Steve Kenyatta Wilson Briggs

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EX-D

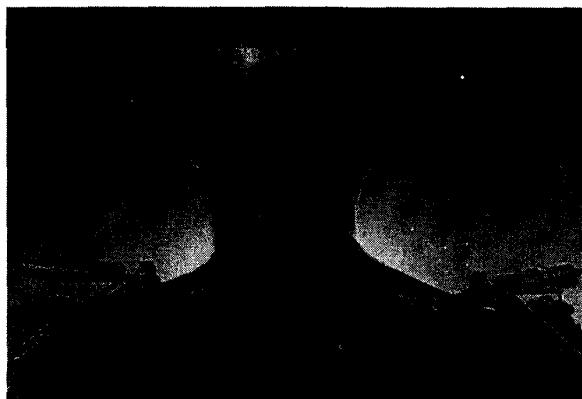
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'Elysium's Success Or Failure Is A Big Test For The Appeal Of Deeply Political Films'

BY ALYSSA ROSENBERG ON JULY 31, 2013 AT 11:03 AM



Credit: Screencrush

In the New York Times yesterday, Brooks Barnes makes the case that *Elysium*, Neill Blomkamp's much-anticipated—at least at this blog and in this household—follow-up to his creative alien invasion movie *District 9* is a major test case for Sony, which has had a number of high-profile blockbuster flops this summer, including *After Earth* and *White House Down*, and is being pressured by an activist investor to either overhaul its movie business or get out of the game entirely. As Barnes notes, the movie has some genuine claims to originality: "There is no sex. There is no goofy sidekick. It will not be released in 3-D. It is rated R....Don't expect to see the obligatory camera shot of a ruined New York City."

But towards the end of the piece, Barnes quotes Mordecai Wiczyk, the co-chairman of Media Rights Capital, which helped finance *Elysium* as saying that the movie will draw in viewers because it is deeply politically relevant. Barnes writes:

Mr. Wiczyk declined to speculate on ticket sales, saying it was much too early to make a judgment. But he did say that "Elysium" has a counterintuitive insurance policy. While trying not to give moviegoers the same "orgy of special effects" that

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they have seen over and over, the film also deals with topics that are very relatable — familiar, even.

"Look at Bangladeshi working conditions, people having problems accessing health care, immigration issues, the Occupy movement," Mr. Wiczyk said. "This movie may be science-fiction, but it's also about what is happening in the world right now."

What he doesn't say, though, and what makes *Elysium* an anxiety-inducing prospect as well as an exciting one, is that Wiczyk is setting up the movie as a test case for whether politics will get audiences to movie theaters. It's become extremely fashionable to have a patina of politics in action movies, whether Bane and Catwoman are nodding at economic inequality in *The Dark Knight Rises*, or *Star Trek*, *Iron Man 3* and *Man of Steel* are getting their quota of drone politics in. But that's very different from having a political issue like inequality or

ing a story with a

Share this:



The Dark Knight Rises revealed Bane's rhetoric to be a red herring for a more nebulously ideological plot, sticking with the rather comfortable idea that private generosity could cure Gotham's social ills. *Star Trek*'s rhetorical gestures at the idea that war criminals need to be tried to ensure the integrity and moral legitimacy of the Federation dissolved in favor of a storyline that advocated keeping Khan alive so his blood could be used to cure Kirk: the much-discussed trial happened off-screen if it happened at all (one can imagine it might have been complicated by his single-handed destruction of much of San Francisco), and the last we saw of Khan, he was being packed away again into permanent hibernation. These are convenient endings for movies that would rather not risk drawing a conclusion that an audience there to see punchings and explosions disagrees with.

But Blomkamp is a political director. *District 9* was a searing examination of what human beings are willing to do to the other, and of the agony of moving from a state of personhood and citizenship to a category outside of those designations. *Elysium* is obviously and bluntly about inequality and health care, and has rhetorically situated audiences on the side of the have-nots. I doubt *White House Down* or *After Earth* will be used to discredit the idea of generating stakes by putting the president in danger, or destroying entire cities, or even of post-apocalyptic fiction. But I can very easily see a failure by *Elysium* at the box office discrediting the kind of political science fiction that would really invigorate our action movie environment.

From the Web

by Taboola

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Co-Chairmen and Co-CEOs

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President, Business Affairs

Erika Hindle

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Vice President, Production

Jonathan Goldman

Vice President, Head

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MRC is an independent film and television studio founded by Asif Satchu and Modi Wiczyk. It is backed by Goldman Sachs, AT&T, WPP Group and ABRY Partners. MRC specializes in the creation of premium entertainment content that has been distributed by Universal, Sony, Warner Brothers, Paramount, Fox, HBO, ABC, CBS, Netflix, Google and other leading international distributors.

MRC Film

MRC has been financing and producing films since 2006, all of which have been distributed by major US studios in addition to many leading international distributors. MRC's films have received Academy Award®, Golden Globe®, BAFTA® and SAG Award® nominations. Notable films include Seth MacFarlane's hit comedy Ted, which set records for the highest opening weekend ever and highest International box office gross for an original R-rated comedy; Academy Award® Best Picture nominee Babel; Bruno starring Sacha Baron Cohen; The Adjustment Bureau starring Matt Damon and Emily Blunt and District 9 director Neill Blomkamp's second feature film,

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Ex - F

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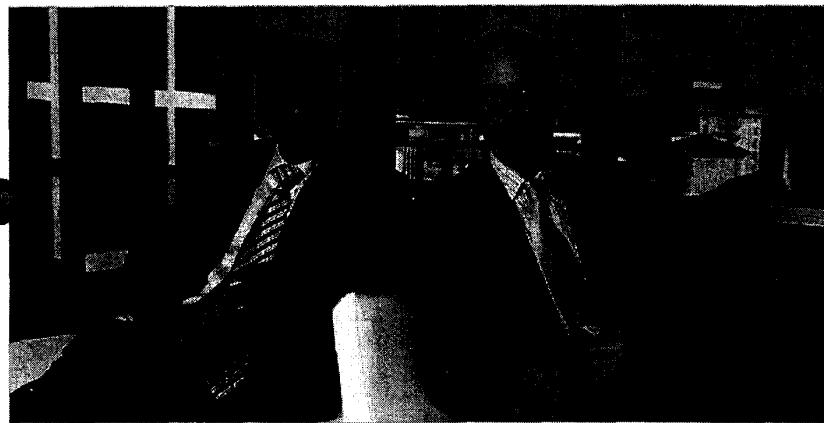
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Steve Goldstein for The New York Times

Asif Satchu, left, and Mordecai Wiczky, co-chiefs of Media Rights Capital.

By MICHAEL CIEPLY

Published: March 19, 2007

LOS ANGELES, March 18 — Almost six years ago, big thinkers at Hollywood's Endeavor talent agency, best known as the players behind the industry satire "Entourage" on HBO, drilled into a bothersome question: Why should a star or director work for low pay on a labor of love only to see a film studio or foreign sales company strike it rich if the movie thrives in worldwide theatrical and video markets?



Murray Close/Paramount Vantage
Media Rights Capital, the firm that helped finance "Babel," is partly owned by the prominent talent agency Endeavor.

Far better, they reckoned, would be to put those dollars in the pockets of clients and, not incidentally, of the agents who represent them.

By late 2003, a young agent, Mordecai Wiczky, under the wing of the Endeavor partners Ariel Emanuel and Patrick Whitesell, joined with a Harvard Business School classmate, Asif Satchu, to do just that by creating Media Rights Capital.

It soon built high-profile movies — like Alejandro González Iñárritu's "Babel" and the comedic actor Sacha Baron Cohen's planned "Bruno" — around clients of Endeavor, which was quietly given part ownership in return for helping to find film projects and make deals.

AT&T and the advertising conglomerate WPP Group joined Goldman Sachs as investors. This combination, Mr. Wiczky

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and Mr. Satchu said, gives Media Rights the ability to invest \$400 million a year into movies, television shows and broadband Internet episodes, a considerable amount even at a time when Hollywood is crawling with aspiring financiers.

If they succeed, the pair may help shift the balance of power in Hollywood by increasing opportunity for idiosyncratic movies like the multilingual "Babel," and by giving filmmakers and stars more earning power and ownership of their projects.

Despite the new money and the seven Oscar nominations for "Babel," the company has yet to convince a skeptical film business that it is not just a stalking horse for

Endeavor and its clients. To expand its reach, Media Rights must overcome a widespread sense that the company is playing loose with restrictions on agencies employing their own clients or that it is somehow beholden to the agency that helped create it. "Everyone who is not in the bus, we're going to keep stopping by the house and opening the door," Mr. Wiczyk said in an interview this month at the company's office in the building that also houses Endeavor.

Mr. Wiczyk, who previously worked at the foreign sales company Summit Entertainment, and Mr. Satchu, who co-founded and later sold the online industrial supply-chain management company SupplierMarket at the height of the dot-com boom, remain more business school than Hollywood in their delivery.

Working the phones from their barebones office on Wilshire Boulevard in Beverly Hills, Mr. Satchu, 35, acknowledged a penchant for making points with scrawls on a whiteboard. Mr. Wiczyk, 34, spoke with considerable passion about their zeal for market information. "We spend all of our time thinking about the data we don't have and what would we do if we had it," he said.

The pair described a process in which information shared among partners like WPP and AT&T at the formative stages of a project — like a DVD and Internet program for homemakers, suggested by the actress Raven-Symoné — may increase its marketability later. They said the company worked through likely outcomes from, say, a series of 10 five-minute spots as opposed to 20 of half that length, granting the actress and her

collaborators the final call.

Meanwhile, detailed assessments of foreign markets may influence decisions about selling rights to films like "Sleuth," coming in the fall.

"We get people comfortable; we get people to give us their information," said Mr. Wiczyk, who described himself as being "evangelical" about using data to help artists seize the value in their own work.

And they dream big. They talk of financing 10 films, five or six television shows, and 20 mobile or broadband shows annually.

A financier's connection with a talent agency is not a novelty in Hollywood. Stung by the studios' continuing retreat from star-driven films, talent companies like Creative Artists Agency, the William Morris Agency, International Creative Management and the United Talent Agency have all sought to connect their clients with alternative financing.

Cassian Elwes and his division, William Morris Independent, for instance, have helped Morris clients put together movies (like the planned "Grace Is Gone") outside the studio system. But representatives of several such companies said last week that they knew of no firm that has pushed its alliance with an agency as far as Media Rights.

Films backed by the financier have included substantial talent from other agencies — Brad

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Pitt and Cate Blanchett, stars of "Babel," are represented by Creative Artists.

But virtually all of the company's projects have been built around an Endeavor-backed participant, like the actor Jude Law in "Sleuth," or Hugh Jackman, in "The Tourist." According to Mr. Wiczyk and Mr. Satchu, the agency owns a minority, nonvoting stake in their company, which they declined to specify. They added that no Endeavor agent holds an individual stake or sits on the Media Rights board.

Still, those at other agencies would like to know more. Requesting anonymity because of general industry reluctance to speak publicly about a rival's business, some agents last week questioned whether Media Rights could be trusted not to put their proprietary information in the service of Endeavor. Others wondered if the Endeavor's ownership stake ran afoul of regulatory provisions in California law or contracts with guilds.

"For us, financing opportunities are always exciting and interesting," said Jeremy Zimmer, a partner at United Talent. Mr. Zimmer said that his agency has not done business with Media Rights, but might do so if it was satisfied that the company's ownership and influences were clear. "What becomes critical is who is the management?" he asked. "What level of transparency are we going to have?"

Robert Jones, California's acting labor commissioner, whose office regulates talent agents, said the state's labor code has a provision banning conflicts of interest by agencies. The law, from a time when models were sometimes sent for hair and makeup work by operators with a close connection to their agencies, says that no agent may refer a client for services to any entity in which the agency has a direct or indirect financial interest.

The law's wording has a broad sweep, but does not specifically address film financing. Mr. Jones said he was not aware of any complaints related to the Media Rights-Endeavor association. Any ruling on a conflict, he added, would depend on the facts of a particular case.

An overall franchise agreement under which the Screen Actors Guild restricted the right of agencies to engage in film production expired in 2001, and Hollywood's major agencies have since operated without a formal agreement with that guild.

Media Rights has been careful to distinguish itself as a financier rather than a producer. Representatives of Endeavor and Media Rights said the two companies became involved only after a legal review, conducted by an outside labor lawyer, persuaded them that agency law and guild regulations permitted the venture.

Meanwhile, the studios are wary because they are likely to have only so much appetite for films in which they are not the principal owners. Last year, Universal paid \$42.5 million to acquire the rights in English-speaking regions and some European territories to Mr. Baron Cohen's "Bruno," based on its namesake character, a gay Austrian fashion expert.

Some rival executives considered the figure excessive, given the limited scope of the rights (Universal will not own the negative) and the risk factor in returning to the mockumentary format that worked in "Borat: Cultural Learnings of America for Make Benefit Glorious Nation of Kazakhstan."

"From my perspective, this kind of deal is only bad for the business if you did it all the time," David Linde, the studio's co-chairman, said. He pointed out that his company had agreed to make more than two dozen of its own movies over the last 10 months; adding "Bruno" would only strengthen its release schedule.

Yet John Lesher, president of Paramount Vantage, which released "Babel," said a similar arrangement was ultimately sound, if not spectacularly lucrative, for his company. Paramount Vantage bought rights in English- and Spanish-speaking territories, and left the rest. "I'm not going to make a tremendous amount, but I'm going to make money on the film," said Mr. Lesher, who made the deal as the director's agent before joining the boutique studio.

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The film has made about \$114 million at the box office, almost 70 percent of that abroad. Paramount will most likely have strong sales from DVD, thanks to the movie's Oscar nominations, but it also invested heavily in a sustained award campaign.

According to Jon Kilik, a producer of "Babel," the film cost about \$30 million to make, and Paramount Vantage paid less than the production cost for its rights. Mr. Kilik said Media Rights assisted the process by providing what he called bridge financing, which held the movie together for several months while talent deals and more conventional film lending were put in place. Financial benefit from the deal was ultimately split among Mr. Iñárritu, the producers, stars and writer of the film, he said.

Endeavor had a jolt last week when Mr. Iñárritu — whose film was a showcase for that agency and Media Rights — bolted to the competing Creative Artists Agency. People associated with the director said his departure had nothing to do with Media Rights, and in a statement on Friday, Mr. Iñárritu said he hoped to find a new project with the financier.

Mr. Whitesell of Endeavor, in a phone interview, said he believed that the information-sharing tack taken by Media Rights would persuade other agencies to embrace its projects, though he suspected that some might foster similar financing entities rather than signing on.

"I have mixed feelings about other people getting into it," Mr. Whitesell added. "But that will just create more opportunity for clients."

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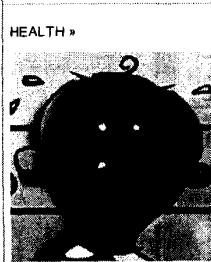
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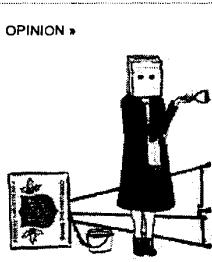
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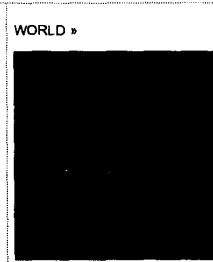
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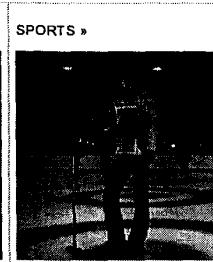
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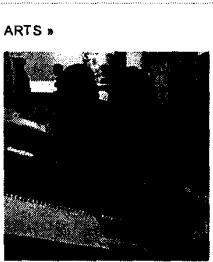
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Ex. G

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Outlook Print Message
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Fw: Read this screenplay -not the other one

From: Saul Goode (q22skidoo@yahoo.com) This sender is in your contact list.

Sent: Sat 6/01/13 4:54 PM

To: Steve Wilson-Briggs (birdynumnumz@hotmail.com)

----- Forwarded Message -----

From: Steve Wilson-Briggs <birdynumnumz@hotmail.com>

To: Saul Goode <q22skidoo@yahoo.com>; Morgan Marchbanks <mmarchba@seq.org>; marina wilson <marinahope@hotmail.com>; dennis <denwil@sonic.net>; Cecile Lusby <cecilusby@hotmail.com>

Sent: Wednesday, May 25, 2005 6:31 AM

Subject: Read this screenplay -not the other one

Uberopolis: City Of Light

ANGLE ON: A DEAD MAN'S BODY FLOATS IN SPACE HIGH ABOVE THE EARTH. IN THE BACKGROUND, THE EARTH IS SEEN -HALF SHADED IN THE COVER OF NIGHT, BUT THE SUNLIT HALF IS SEEN WITH ENORMOUS GRAY AND BROWN CLOUDS OF POLLUTION COVERING MOST OF THE SKY. THE OCEAN IS AN UNHEALTHY GREENISH-BLUE -NOT THE VIBRANT BLUE OCEAN OF THE PAST. THE DEAD BODY IS SLOWLY SUCKED INTO EARTH'S GRAVITATIONAL PULL UNTIL ITS SKIN BEGINS TO PEEL AND BURN FROM THE HEAT GENERATED FROM THE FRICTION OF RE-ENTRY. THE BODY IGNITES AND ROCKETS TOWARD THE DARK SIDE OF EARTH.

THE CAMERA DESCENDS FROM THE SKY TO A SMALL CITY AT NIGHT, FULL OF LIGHT, SOMEWHERE IN SOUTH AMERICA. THE CAMERA DESCENDS AND MOVES IN CLOSER AND CLOSER UNTIL IT IS CLEAR THAT THE LIGHTED CITY IS LITTLE MORE THAN A WASTELAND.

EXT. A GLOOMY WASTELAND STREET -- NIGHT

Beneath a polluted night sky, an attractive Latina mother (perhaps 35) walks alongside her fairly-muscular ("multinational looking") teen-aged son (John Carlos) on a desolate street on the outskirts of a large third world city. She carries a small bag of groceries while her son carries the woman's 6 year old daughter (his sister, Franny). On the streets around them futuristic police and military vehicle hover ominously over the streets as they cruise slowly past, belching ever-more pollution into the air, homeless people burn fires in trash cans and barrels to keep warm, children run in and out of shanty-town dilapidated box

6/6/13

Outlook Print Message

Case 4818 v. 04975279 CJD Document 5817-2 Filed 11/09/09 3 PM Page 295 of 7056

houses, new teens wearing headphones sniff pain from a plastic bag in the shadows, other shabbily dressed teen-aged boys wearing headsets and headphones, stand eerily on the corners and stoops, scanning the street predatorily for some unsuspecting prey. The woman's teen-aged son keeps a firm tough look on his face, careful not to seem like an easy target. The mother keeps her gaze down, not wanting to invite the thugs' cat calls and advances. The flash of the shooting star (the dead body) whips across the sky. The young daughter (Franny) notices it and lifts her head from her brother's shoulder and points a weak finger.

FRANNY

Mama, look! A shooting star!

The mother (Rianna) and her son (John Carlos) turns to see.

RIANNA

Easy, relax remember your breathing.

FRANNY

But a star...

RIANNA

You're right, Franny. Make a wish.

FRANNY

No, you.

RIANNA

No, I'm too old. Wishes are for the young. You sound wheezy... I think you need your inhaler.

Rianna digs in her jacket pocket and produces a long kid's inhaler. Rianna hands the inhaler to Franny.

FRANNY

Then you, John Carlos.

As John Carlos speaks Franny puffs the inhaler.

JOHN CARLOS

I didn't see it. You make the wish.

6/6/13

Case 19-15128 v.000629 RJH Document 1-2 Filed 12/09/18 Page 296 of 756
Outlook Print Message
FRANNY

Maybe I'll save it for daddy.

JOHN CARLOS

The person who sees it is supposed to make the wish.

FRANNY

OK. I want...

John Carlos puts a finger over each of their lips.

JOHN CARLOS

Shhh. You're not supposed to tell...

John Carlos's eyes dot back and forth, as if he's aware that perhaps the local thugs have caught him in a tender moment with his sister. He takes his fingers down from their lips.

FRANNY

Oohhh..

Franny contemplates, then closes her eyes briefly to wish.

FRANNY

It was a good one.

Franny takes another puff of her inhaler.

JOHN CARLOS

Yeah. But mine woulda been better, if I woulda seen it.

RIANNA

When I was a little girl shooting stars were so uncommon -maybe once or twice a year I'd see one. Now, it seems like every night you can see them -even through all this pollution.

A teen age male's voice calls out from the streets in a tough Spanish accent.

VOICE

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Ex. H

Cases041836/060629M2HDocumenle58-1-2Fifth012009/83 Page 232 of 290

Writers Guild of America, west, Inc.
Intellectual Property Registry
7000 West Third Street
Los Angeles, California 90048-4329
Telephone: 323-782-4500
Fax: 323-782-4503

Documentation of Registration

The Writers Guild of America, west, Inc. issues this certificate to:

STEVE KENYATTA WILSON BRIGGS

for the material entitled:

Uberopolis: City of Light

by the following:

STEVE KENYATTA WILSON BRIGGS - Writer

Registration #:

1108287

Material Type:

SCREENPLAY

Registered By:

STEVE KENYATTA WILSON BRIGGS

Effective Date:

12/16/05

Expiration Date:

12/16/10

000000049.2006011013480346.00000000012

Case: 19-15128 Document 58-2 Filed 12/20/18 Page 299 of 756

Ex F

Case 19-15128 Document 58-7 Filed 12/09/18 Page 100 of 756

Steve Wilson Briggs
4996 Broadway #4G
New York, NY 10034

02/01/2006

AABAAL LITERARY ASSOCIATES
1110 STATE ROUTE 109
P.O. BOX 482
HOQUIAM, WA 98550

Dear Aabaal Literary Associates,

911... Iraq... Outsourcing...

How will the world look 100 years from now if current geo-political trends continue? "Uberopolis: City Of Light" is an unblinking look into the eye of that future.

I'm a screenwriter looking for a committed representative, and thought a reading of my new screenplay "Uberopolis: City Of Light" might interest you in adding me to your client family. City Of Light is a thoughtful action-adventure, set 114 years in the future, predicated on the ripple-effect of recent headlines, with a simple storyline:

In 2120, fugitive and former American war hero, Arlo Grainer, has his wife turn-him-in to the government to collect the bounty to pay his daughter's medical expenses. Aware of a dark government secret, the high profile prisoner is taken to labor on Uberopolis, a huge half completed satellite-city, where on one side of a giant construction wall the ultra-rich live in decadent excess; while on the other side, countless prisoners toil to complete the ultimate-city. But when the government attempts to dump him and 200 other prisoners from a shuttle into space, Arlo narrowly escapes back to Earth —where he discovers the state has reneged on the bounty to his wife, and his daughter is near death. Learning of a guardedly protected medication for his daughter (rumored to be made on Uberopolis) Arlo races through Earth's urban underbelly to get a shuttle ticket back to Uberopolis —this time to the glamorous golf course and casino-filled side of the construction wall. Soon, Arlo is racing security forces down the crowded, silver streets of Uberopolis —with time and the armies of the world against him.

In addition to "Uberopolis: City Of Light", I've recently completed "Sunflowers", a smart comedy-adventure about four young American artist (and friends) who haplessly stumble into an English counterfeit art ring.

"Uberopolis: City Of Light" is available at your request. I've included an SASE for your convenience. Thanks for your consideration

Best Regards,
Steve Wilson Briggs

birdynumnumz@hotmail.com
646 508 6389



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2-9-2006

suggest that the wife be the one to
"turn in" your hero Arlo. Her motivation
is a new boyfriend, plus money for the
daughter's medical expenses. Why would I
suggest this? It is because your hero should
be blameless.

I like the idea of very high medical
expenses!

Are your scenes about $1\frac{2}{3}$ pages?

Do you have about 80 scenes?

Do you have a slug line for scenes?

Do you do since you sound very

knowledgeable?

"City of Light" sounds best but

we can discuss yours other screenplays

over the phone.

Call me from 1-9 Pacific Standard Time

Carole Boddy AD A

Cases 8:18-cv-000529-PJH Document 517-2 Filed 11/29/18 Page 302 of 7356

Marcia Amsterdam Agency

Thank you for sending us this material. We're sorry, but it doesn't meet our present needs.

41 West 82 Street New York, NY 10024-5613



Dear Author,

Please forgive this impersonal note. We receive a tremendous number of query letters and are forced to focus our attention on a limited number of projects. We regret that we must decline the offer to review your work. We encourage you to keep writing and we wish you every success.

Sincerely,

VICTORIA SANDERS

The logo for Promark Entertainment Group, featuring the word "PROMARK" in large, bold, black letters with a distressed texture. Below it, "ENTERTAINMENT GROUP" is written in a smaller, all-caps, sans-serif font.

Mr Steve Wilson Briggs
4996 Broadway #4G
NEW YORK, NY

10034+1616 17

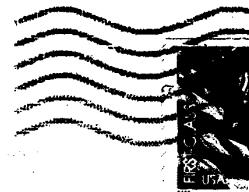
hallballcalldalleallfallgallhallialljallkalllallmallnalloallpallqallrallsalltalluallvallwallxallyallzall

Cases84183e40000297e2J-HdDocument68-1-2Fitted12090003 Page8103 off 7356

Briggs
3 Broadway #4G
York, NY 10034

NEW YORK NY 100

02 FEB 2003 PM 14 T



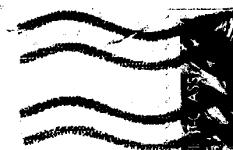
**THE DEITER LITERARY AGENCY
10707 AVERETT DRIVE
FAIRFAX, VA 22032**

NIXIE 201 1 00 02/
RETURN TO SENDER
NO SUCH NUMBER
UNABLE TO FORWARD
BC: 10034166947 *3045-03341-
1 00 01 1 00 01 1 00 02

V. Briggs
36 Broadway #4G
w York, NY 10034

NEW YORK NY 100

02 FEB 2006 PM 13 T



**STRATA SPHERES INC.
205 MULBARRY STREET
NEW YORK.**

NIXIE 100 1 00 02/0
RETURN TO SENDER
NOT DELIVERABLE AS ADDRESSED
UNABLE TO FORWARD
BC: 10034166947 *2945-14225-0

15812745503421659

5/28/13

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RE: Screenwriter Seeking Agent - Uberopolis: City Of Light

From: Paul S. Levine (pslevine@ix.netcom.com)
Sent: Sun 1/15/06 8:51 PM
To: 'Steve Wilson-Briggs' (birdynumnumz@hotmail.com)

Not for me-thanks anyway.

Paul S. Levine

-----Original Message-----

From: Steve Wilson-Briggs [mailto:birdynumnumz@hotmail.com]

Sent: Sunday, January 15, 2006 4:11 AM

To: pslevine@ix.netcom.com

Subject: Screenwriter Seeking Agent - Uberopolis: City Of Light

Dear Mr. Levine,

I'm a new screenwriter in need a successful representative and I hoped to interest you in becoming my agent. I have two quick and entertaining finished scripts to market, but I think you might be most interested in UBEROPOLIS: CITY OF LIGHT.

Logline:

Set in the year 2120, on a depleted, overpopulated Earth, a fugitive - and

former American hero- is drawn out of hiding to pay for medication his ailing daughter needs. His nemesis, the omnipotent world leader, imprisons

the hero and sends him to work in a prison labor brigade on a beautiful, giant, half-completed satellite-city orbiting Earth. But amid a government

planned mass prisoner extermination attempt, the hero escapes back to Earth,

to save his ailing daughter -and face his nemesis. and all the world's armies.

The storyline is simple enough for the youngest and most basic viewers to appreciate, yet it replete with social, scientific and political

themes for the most discriminating viewers to enjoy. Uberopolis is a fast

past futuristic story, whose characters mirror a broad swath of the American

and international landscape, balanced by compelling male and female characters. Factors that assure Uberopolis: City Of Light a healthy national

and international following. Further, the dark, technological social

5/28/13

Outlook Print Message

Cases͉83-000679/2JHD Document 68-7-2 Filed 12/9/03 Page 206 of 7356

Re: Screenplay Query - Uberopolis: City Of Light

From: **Gregory Bell** (gbell.11@gmail.com)

Sent: Mon 1/16/06 4:38 PM

To: Steve Wilson-Briggs (birdynumnumz@hotmail.com)

Steve,

Sounds interesting. Could you send me a script in pdf or ms word form?

Greg Bell

On 1/16/06, Steve Wilson-Briggs <birdynumnumz@hotmail.com> wrote:

> Dear G. Bell,

> The future is a deadly place...

> How will the world look 100 years from now, if current

> geo-political trends continue? UBEROPOLIS: CITY OF LIGHT is an unblinking

> look into the eye of that future.

7

> The year is 2120. 14 years after America was absorbed into the
> new United World Nation. With little money, and his daughter ailing
from a
> pollution driven respiratory condition, a fugitive and former American
> soldier, Arlo Grainer, has his wife turn him in to the government -to
> collect the unconditional bounty offered for his arrest.

> Dubbed "a national threat" Arlo carries an explosive secret into
> the prison system. A secret the United World Nation President, Peter
Drexler

> wants forgotten. Arlo is quickly taken to work on a huge satellite
city,
> orbiting 10,000 miles above Earth, Uberopolis. But Uberopolis is only
1.5

> completed. On one side of the giant construction barrier the super-
> ike had

> famous live in decadent excess. On the other side, thousand of prison
> workers toil to complete the ultimate-city.

> On Uberopolis, Arlo narrowly escapes a government sponsored
> prisoner extermination plan and races back to Earth in a stolen
shuttle

> -chased chased by guided warheads. Back on Earth, Arlo discovers the state

> has reneged on the reward money to his wife, and his daughter is near death.

> But after learning of an extremely expensive, and guardedly protected
> medicine (rumored to be made on Uberopolis) capable of reversing his
> daughter's condition, Arlo uses his underworld ties to secure a
shuttle

5/28/13

Outlook Print Message

(no subject)

From: SouthSeventeen@aol.com

Sent: Wed 1/18/06 9:09 PM

To: birdynumnumz@hotmail.com

Hi there,

I located your Logline via the screenwriters market. Your idea is very intriguing and I would love to take a look at the script at your earliest convenience. I would be happy to sign a nondisclosure if necessary. I look forward to hearing from you.

Cheers

Matthew Morris

South17 Entertainment

5/28/13

Outlook Print Message

Case 19-15128 v 000579 RJH Document 53-2 Filed 12/09/13 Page 308 of 756

Re: Screenplay query

From: Zero Gravity Mgmt (zerogravity.mgmt@verizon.net)

Sent: Fri 1/20/06 3:48 PM

To: Steve Wilson-Briggs (birdynumnumz@hotmail.com)

1 attachment

STANDARD RELEASE FORM.doc (23.0 KB)

Thanks for the query. You can send your script City Of Light via regular mail or email (.pdf only please) along with the attached submission form and

a copy of your original email. If sending your script via email you may 'electronically' sign the form by typing in your name where it requires your signature.

Since we do receive a lot of scripts we are only able to reply to those we are interested in pursuing and do not send out rejection notices.

Best,

Georgia

Zero Gravity Management

1531 14th Street

Santa Monica, Ca 90404

----- Original Message -----

From: "Steve Wilson-Briggs" <birdynumnumz@hotmail.com>

To: <zerogravity.mgmt@verizon.net>

Sent: Friday, January 20, 2006 7:03 AM

Subject: Screenplay query

> Dear Zero Gravity Management,

>

> I am responding to your query for screenplays posted on
moviebytes.com.

<https://blu163.mail.live.com/mail/PrintMessages.aspx?cpids=7e3d41e1-fcd1-475b-b49f-a50f4781bcb9,m&isSafe=false&FolderID=00000000-0000-0000-0000-00...> 1/3

5/28/13

Outlook Print Message

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RE: Screenplay query: Uberopolis: City Of Light

From: Submisions (submissions@aeionline.com)
Sent: Mon 1/30/06 4:44 PM
To: Steve Wilson-Briggs (birdynumnumz@hotmail.com)

Thank you for thinking of us; however, I don't think that AEI is the right company for this project.

We appreciate your interest in AEI, and wish you the best of luck in finding the appropriate place for your work.

Jennifer Pope
AEI

-----Original Message-----

From: Steve Wilson-Briggs [mailto:birdynumnumz@hotmail.com]
Sent: Saturday, January 14, 2006 3:59 AM
To: Submisions
Subject: Screenplay query: Uberopolis: City Of Light

UBEROPOLIS: CITY OF LIGHT
(sci-fi - adventure - thriller)

An omnipotent world leader forces a hated political prisoner into a prison work brigade on a giant satellite city orbiting Earth. Amid a massive prisoner extermination attempt the hero escapes back to Earth to save his daughter -and face his nemesis -and all the world's armies.

Dear Jennifer Pope,

Thank you for reading the logline to my screenplay Uberopolis: City Of Light. I'm querying to learn if you are currently considering new screenwriters to represent? Uberopolis: City Of Light is one of two completed screenplays I'm currently trying to market. Uberopolis: City Of Light is a fast past futuristic story set 115 years in the future. The story's characters mirror a broad swath of the American and international landscape, with a fair balance of compelling male and female characters.

"In the year 2120, on a depleted, overpopulated Earth, a fugitive (and former American hero) is drawn out of hiding to fight the all powerful world government to get the medication his ailing daughter needs."

The storyline is simple enough for the youngest and most basic viewers to appreciate, yet it replete with social, scientific and political themes for the most developed and discriminating viewers. All these factors all but guarantee that Uberopolis: City Of Light will garner a healthy national and international following. Further, the

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Ex. 5

Outlook Print Message
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The Philadelphia Logline Festival BEGINS NOW!

From: Joe Frio (phillyscriptfest@screenplayfest.com)

Sent: Sat 3/31/07 2:37 PM

To: phillyscriptfest@screenplayfest.com

Congratulations!

Your Logline has been accepted into the Philadelphia Logline Festival! Your Logline has been posted on our website for members to vote on and review – visit our website today! Remember -- the Logline with the highest votes wins the Logline Festival – So Tell Your Friends and Vote Now! Voting CLOSES on July 1, 2007!

We are very excited for all our contestants and are thankful for your support in our festival. Website updates are still being made so please be patient.

AWARDS:

The Top Twenty Loglines receive a discounted price of \$20 into our Screenplay Festival.

The Top Three Loglines receive Chris Soth's "Million Dollar Screenwriting" and Free Entry into our Screenplay Festival.

The Top Logline also receives a Free Ticket to the Great American Pitchfest (a value of \$250).

VOTER'S AWARD:

The Number One Voter/Reviewer will receive a **\$20 Reward!** So Vote Now and Tell Your Friends! We encourage everyone to review, comment and critique the Loglines.

RULES:

You must register with B-Side in order to vote (You have NOT done so yet - Just visit our Logline Festival Page and enter the festival to do so).

Please use your email address as your Desired Username when registering.

Outlook Print Message

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You will be disqualified if you vote more than once on each Logline.

You must vote on a minimum of Ten Loglines for your votes to count.

VOTER BIAS RULE - your votes will NOT count if you are bias (if you vote 5 stars on one logline and 1 star on nine loglines).

- Contestants are allowed ONE FREE revised submission of their Logline throughout the duration of the Logline Festival. You are allowed to submit more revisions but you will be charged a processing fee of \$5. We do this to make the festival fair and more challenging for our contestants.
- Email your revised Logline Submissions to phillyscriptfest@screenplayfest.com. An application is required to be mailed to us after using your FREE Logline Revision Submission. Please [click here](#) for more information.

PLEASE NOTE: One hundred percent of all fees will be plowed back into the Festival, e.g., building the best possible website, publicity and advertising, size of Awards, dinner for winners, etc.

The Philadelphia Screenplay Festival is presently accepting submissions. If you would like to submit a screenplay to our festival please visit our website – you may submit more than one screenplay! \$500 in prizes! We are working towards a cash prize of \$10,000! Enter Today!

We thank you for your support and wish you a great competition!

Joseph Frio

Founder

The Philadelphia Screenplay Festival

www.ScreenplayFest.com

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Ex K

5/28/13

2006 Slamdance Screenplay Competition Quarterfinalist Announcement!

From: **John Stoddard** (screenplay@slamdance.com)
Sent: Tue 8/29/06 8:59 PM
To: John Stoddard (screenplay@slamdance.com)

Gentle Writer,

Thank you for participating in the 2006 Slamdance Screenplay Competition. We received over 2,000 submissions this year. Please visit the Slamdance website for an entire list of the top 200 quarterfinalists: www.slamdance.com/screencomp/winners.asp

Unfortunately the screenplay that you submitted did not make it to the final rounds of consideration in our Competition. In the event that you submitted multiple entries, unless you receive notification of quarterfinalist status for a different entry, this letter may apply to everything you submitted. If you resubmitted a version of your screenplay that made the quarterfinals, this letter may apply to an earlier draft.

We continue to hone our online application process and corresponding online feedback and coverage. If you haven't already, please visit www.slamdance.com/screencomp and sign onto the website using your username and password to review feedback. If there is any missing coverage or feedback, please alert the Slamdance office immediately by e-mail: coverage@slamdance.com

For those that requested coverage, a new feature added midseason this year includes a scoring function allowing you to rate your satisfaction with the feedback on a scale of 1-10. If you have not already, please return to the Slamdance website, review your coverage, and provide a score. This will allow us to further hone our coverage service.

We would very much appreciate any feedback you can provide on your experience with this year's competition. For any delay in coverage or

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Outlook Print Message

feedback we apologize. You can trust that every screenplay was thoroughly read and considered for the competition, and that any missing feedback or coverage does not mean your script fell through the cracks. It simply means there is a glitch in the system that we now have to rectify. Also keep in mind that the number of responses to your screenplay does not represent the complete amount of consideration that went into the decision-making process regarding your submission.

Please e-mail screenplay@slamdance.com with your feedback and comments. You

can always resubmit in 2006 based on the feedback provided for a discounted

price. We begin accepting submissions in November 2006. Our 2006 Teleplay

Competition is currently accepting online applications. Please visit www.slamdance.com/teleplay for more information. If you have any interest in

writing Horror, we are accepting applications for a brand new Horror Screenwriting Competition. The submission deadline is October 31, 2006 visit

www.slamdance.com/screencomp/horror for more information.

Thank you for choosing Slamdance.

Sincerely,

John Stoddard
Screenplay Competition Director

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Ex 1

5/28/13

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Outlook Print Message

Expiration of listing

From: **jerrol@InkTip.com**
Sent: Tue 8/15/06 2:10 AM
To: **birdynumnumz@hotmail.com**

Dear Steve Wilson Briggs,

Re: Uberopolis

This listing has now expired and will be deleted soon.

If you would like to keep it on the site, please log on and click on the 'Purchase' tab. It is \$50 per placement for 6 months. You can pay by credit card or you can mail a check to:

InkTip.com
PO Box 312
Glendale, CA 91209

Please let me know which you plan to do.

If you don't want to keep it on the site, please print the pages showing who viewed your synopsis, treatment and/or script for your records. Log into the site and click on the 'New Viewings' link at the top left in the 'Viewings Summary' box.

Thanks,
Maia
<http://www.InkTip.com>
This is an automated email.

5/28/13

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Outlook Print Message

6 Week Warning

From: **jerrol@InkTip.com**
Sent: Mon 11/05/07 2:10 AM
To: **birdynumnumz@hotmail.com**

Dear Steve,

Re: Butterfly Driver

This listing will be expiring in 6 weeks.
If you have not done so recently, please
update your placement for maximum exposure.

We have set up the site so that every six weeks you can modify any part of your listing to have it brought back up to the top of the list. Just log into the site and click on the title of your work on the left. We suggest at least updating your logline and synopsis so that it shows up new and fresh for the industry pros.

For tips on loglines and synopses, please log into the site and click on the 'Help and Directions' tab. Select 'Tips on Loglines and Synopses', the 4th option down.

Thanks,
Maia
www.InkTip.com
This is an automated email.

5/28/13

Case 19-15128 v.000529 RJH Document 58-2 Filed 12/09/18 Page 39 of 356
Outlook Print Message

Notice: Your Work has been Viewed!

From: **Jerrol LeBaron** (jerrol@inktip.com)
Sent: Tue 11/27/07 10:50 AM
To: Steve Wilson Briggs (birdynumnumz@hotmail.com)

Dear Steve,

An industry professional has viewed or downloaded one of your works (synopsis, treatment, or script) on www.InkTip.com. For more information, log in and click "New Viewings" under 'Viewings Summary' on the 'My InkTip' tab. (If you are a representative, log in and select "Scripts I Represent.")

FOR WRITERS: If only your synopsis was viewed, please do not contact the industry pro. If the industry pros have further interest, they will either contact you or view your treatment or script. Please see "User Protocol" for further details: <http://www.InkTip.com/protocol.php>

To ensure you get the best results from the website, please read 'Make InkTip Work for You!' (available on the 'Help & Directions' tab).

Best Wishes,
The InkTip Team

This is an automated e-mail. Sorry we couldn't send it personally!
birdynumnumz@hotmail.com
A6020361389(*I5VW

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Ex M

Outlook Print Message

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TriggerStreet.com Review Notification (Friday, March 2, 2007)

From: TriggerStreet Dispatcher (dispatcher@triggerstreet.com)

Sent: Sat 3/03/07 1:05 AM

To: birdynumnum (birdynumnumz@hotmail.com)

TRIGGERSTREET.COM REVIEW NOTIFICATION
Friday, March 2, 2007

Dear TriggerStreet User:

This nightly update charts upload and review activity at TriggerStreet.com. In our attempt to deliver you the best possible user experience, our system returns running stats. By following these nightly updates you can keep track of your uploads - when they have been reviewed, where your short film is being ranked, and who is responding to the reviews that you may have already posted.

So get connected, and stay connected. All you have to do is log-in to:
<http://www.triggerstreet.com>

BUTTERFLY DRIVER

Written By: Steve Wilson Briggs

Total Reviews: 1

Reviews Today: 1

Total Views: 9

Screenplay Ranking: Review minimum currently not met.

New Review:

* "REVIEW OF BUTTERFLY DRIVER" (reviewed by Myriads In Blue Ascending)

If you would like to stop receiving review notification alerts, please log-in to <http://www.triggerstreet.com/> and select "My Trigger Page" from the main navigation. Once there, select edit account on the top left of the page to edit your settings.

Outlook Print Message

Cases 841836-000579/20 Document 681-2 Filed 12/09/23 Page 332 of 7356

TriggerStreet.com Review Notification (Saturday, March 3, 2007)

From: TriggerStreet Dispatcher (dispatcher@triggerstreet.com)
Sent: Sun 3/04/07 1:02 AM
To: birdynumnum (birdynumnumz@hotmail.com)

TRIGGERSTREET.COM REVIEW NOTIFICATION
Saturday, March 3, 2007

Dear TriggerStreet User:

This nightly update charts upload and review activity at TriggerStreet.com. In our attempt to deliver you the best possible user experience, our system returns running stats. By following these nightly updates you can keep track of your uploads - when they have been reviewed, where your short film is being ranked, and who is responding to the reviews that you may have already posted.

So get connected, and stay connected. All you have to do is log-in to:
<http://www.triggerstreet.com>

BUTTERFLY DRIVER

Written By: Steve Wilson Briggs

Total Reviews: 2

Reviews Today: 1

Total Views: 9

Screenplay Ranking: Review minimum currently not met.

New Review:

* "Review of BUTTERFLY DRIVER" (reviewed by f chong rutherford)

If you would like to stop receiving review notification alerts, please log-in to <http://www.triggerstreet.com/> and select "My Trigger Page" from the main navigation. Once there, select edit account on the top left of the page to edit your settings.

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TriggerStreet.com Review Notification (Tuesday, March 6, 2007)

From: TriggerStreet Dispatcher (dispatcher@triggerstreet.com)
Sent: Wed 3/07/07 1:02 AM
To: birdynumnum (birdynumnumz@hotmail.com)

TRIGGERSTREET.COM REVIEW NOTIFICATION
Tuesday, March 6, 2007

Dear TriggerStreet User:

This nightly update charts upload and review activity at TriggerStreet.com. In our attempt to deliver you the best possible user experience, our system returns running stats. By following these nightly updates you can keep track of your uploads - when they have been reviewed, where your short film is being ranked, and who is responding to the reviews that you may have already posted.

So get connected, and stay connected. All you have to do is log-in to:
<http://www.triggerstreet.com>

BUTTERFLY DRIVER

Written By: Steve Wilson Briggs

Total Reviews: 3
Reviews Today: 1
Total Views: 10
Screenplay Ranking: Review minimum currently not met.

New Review:
* "Butterfly Driver Review" (reviewed by filmsnoir)

If you would like to stop receiving review notification alerts, please log-in to <http://www.triggerstreet.com/> and select "My Trigger Page" from the main navigation. Once there, select edit account on the top left of the page to edit your settings.

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Ex. N

Re: Thanks for the input

From: tomgilman1@netzero.net (tomgilman1@netzero.net)

Sent: Sat 3/03/07 7:00 AM

To: birdynumnumz@hotmail.com

All right, there are only two kinds of headings, MAJOR and MINOR. From the previous sentence you drop THREE SPACES for a MAJOR HEADING, and TWO SPACES for a MINOR HEADING. A major heading is supposed to look like this: INT. JOE'S HOUSE - DAY A minor heading is to be used once we're already in Joe's house and want to move around. A minor heading doesn't need INT. OR EXT. and so five minutes after you've entered the house and the scene moves, you have IN THE KITCHEN or UP THE STAIRS or UNDER THE BED. Minor headings don't need formality, they just need CAPS.

Examples of variety in headings -- INT. JOE'S HOUSE - UPSTAIRS TOILET - DAY

INT. JOE'S HOUSE - SECOND STORY LANDING - DAY

You can accomplish a great deal with a properly formatted heading, and whatever you do be brief and direct, and NEVER LET A HEADING RUN MORE THAN ONE LINE.

Time elements? You look like a pro just by keeping it simple, by which I mean use nothing but DAY or NIGHT. If you absolutely must convey to the reader that it's something else, something more precise, use your descriptive line for that, e.g. dusk, twilight, early evening, late evening, before sunrise, just after sunrise.

To qualify as a legitimate heading you need INT. or EXT. up front. You cannot just have BACK IN THE HOUSE WHERE JOE BANGED SUZY BEFORE. You cannot have IN THE KITCHEN WHERE ANNA PRAYED WITH JOHNNY FOR JOE BECAUSE THEY CAUGHT HIM BANGING SUZY.

Except for headings and specific SOUNDS it's important to stay away from using upper case words. That and too many exclamation points makes your text look like a comic book. And you certainly don't want one, two, three or four lines of description (action lines) done in CAPS. It not only looks amateurish, it is amateurish. Writers I review get after me for being a stickler about formatting, but believe me when I say that nothing will get your script thrown onto the reject pile faster than formatting errors. Why? Because it tips the reader off that they're reading the work of a beginner who has not put in the time to learn the craft, and they run down the hallway screaming LEPROSY! RUN FOR YOUR LIVES!

I hope this little bit helps. If there's anything else, let me know. Enjoy the day. Tom

5/28/13

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Outlook Print Message

Re: Thanks for the input

From: **tomgilman1@netzero.net** (tomgilman1@netzero.net)

Sent: Sat 3/03/07 10:57 AM

To: **birdynumnumz@hotmail.com**

Steve ~ I think I got your second email first. Here's the answer about shots and angles.

It's incredibly simple, though it seems enormously complex and troubling.

You can direct your characters and the action all you want by simply pointing the camera of your words where you want it to go. You focus our attention, just like a camera does, on who or what you want to focus it on. It's all about the headings, here's how.

EXT. JONE'S RANCH - DAY

It's a large spread, well kept. There's a RACKET in

THE BARN

and smoke rises from the roof where the fire started. The roof is almost gone when

JOHN

runs from the house. He yells at

BILL AND CURLY

as they come from

THE BUNKHOUSE

where Woody and Jeff appear.

Whatever you make your heading is what the camera in the reader's imagination shows.

Screenplays used to be filled with ANGLE ON and CUT TO and WIDEN FRAME until it was made clear that spec scripts are for storytelling, while shooting scripts are for the production people to make the movie from. You want as little fancy clutter in your spec script as possible because it makes you look like an amateur and distracts from the story your reader is desperate to focus on and you're equally desperate to tell.

One final thing -- invest in David Trottier's SCREENWRITER'S BIBLE. You absolutely will not make it without it or one like it. Buy it, read it, memorize it.

Anytime, Tom

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Ex. 0

3/28/13

Outlook Print Message

Case 84183-v000529RJHDocument581-Z-2 Filed 12/09/13 Page 828 of 7356

Re: ? about "Butterfly Driver"

From: Jason Beck (phreesh@yahoo.com)

Sent: Thu 8/02/07 6:58 AM

To: Steve Wilson Briggs (birdynumnumz@hotmail.com)

I think its okay. I'm not passionate about it, but it didn't bother me.

Thinking about why I didn't *love* it...

Maybe placement? Could it be put into a place that felt more like the story was possibly over? I'm not sure if there's a spot for it just a little later. Maybe something to think about.

Maybe different visuals? What would most be on Arlo's mind when he's dying? And it'd be double-good if you could include either some foreshadowing or reveal a plot twist.

I think you've done a good job making it suitably 'dreamlike'. The child in the cockpit, the dolphin in the cargo bay (bonus points for making the window look like a porthole) work well, I think.

Frankly, I don't have any concrete advice. Like I said, I think it's decent (I, too, generally dislike dream sequences), but not mind-blowing.

Good luck,

Phreesh

----- Original Message -----

From: Steve Wilson Briggs <birdynumnumz@hotmail.com>

To: phreesh@yahoo.com

Sent: Thursday, August 2, 2007 7:14:39 AM

Subject: Re: ? about "Butterfly Driver"

Phreesh (or Jason),

I've been laboring to repair my script. I'm still floored by all the insight and sage advise you offered. I was wondering, if you have a moment -and still remembered the script this long after the fact- but when Arlo was apparently dying, at the end, and had the dream, with the dolphin, which triggered his final epiphany, did that work for you? I usually avoid flashbacks and dreams like the plague, but this tied into Benni's belief in dreams, which may work for a motiff, but not for the story. So I was hoping to get your thoughts. If you don't have time, or don't recall, I understand.

Thanks again.

Steve

Outlook Print Message

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>From: Jason Beck <phreesh@yahoo.com>
>To: Steve Wilson Briggs <birdynumnumz@hotmail.com>
>Subject: Re: ? about landscape of "Butterfly Driver".
>Date: Tue, 31 Jul 2007 06:57:53 -0700 (PDT)
>
>I have to first say that the instinct to pare down description is the right
>one. Especially in the first ten pages. You want to get your story going
>right away and engage the reader. That said, because you set this in a
>world very different from our own, I think you need to orient us a little.
>
>The thing that was missing to me was, I guess, a sense of the
>'neighbourhood'. Is Arlo's place a typical suburban house that has all the
>comforts of the modern future? Or is this more of a downtrodden place that
>has a lot of abandoned homes and makeshift shelters? I guess I'm wondering
>what the quality of life is like for Arlo and his friends. And then
>describe the important bits of technology a little more fully. What does
>Arlo's bike look like and what does it do (I recall that you did a pretty
>decent job of this). And the omni-com. What size is it? What does it
>look like?
>
>And then, what life is like in Los Angeles. Is it like the Star Warz
>prequels with beautiful, immaculate, huge buildings or like Blade Runner
>with a hodgepodge of different cultures and economic lifestyles?
>
>Now that I think about it, I think a sense of 'lifestyle' is what I'm
>looking for. You do a pretty good job of describing Uberopolis and its
>decadent lifestyle. I think you need to do just as good a job with Earth
>(or at least the bits that you show).
>
>Best of luck,
>
>Phreesh
>
>
>
>----- Original Message -----
>From: Steve Wilson Briggs <birdynumnumz@hotmail.com>
>To: phreesh@yahoo.com
>Sent: Monday, July 30, 2007 3:07:50 PM
>Subject: Re: ? about landscape of "Butterfly Driver".
>
>

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Outlook Print Message

>Jason,
>
>I'm honored that you emailed back. I haven't had an opportunity to read
>your
>work, but from the great reviews and your evident acumen, I have a feeling
>I'm corresponding with a future "insider".
>Anyway, if you have a minute or two...
>You mention that maybe I should make the world I've envisioned a little
>more
>clear. I cut out substantial stuff after receiving input that the world was
>too elaborate, a few months ago. I have about twenty out takes that could
>help concretize my world of the future -and some new ideas. Are there any
>specific ways that you felt my world lacking?
>Oh yeah. Thanks for pointing out my margin problems. I can't figure how or
>when they got screwed up.
>
>Take care.

>

>Take care.

>

7

>>From: Jason Beck <phreesh@yahoo.com>
>>To: "TriggerStreet Member: birdynumnum" <birdynumnumz@hotmail.com>
>>Subject: Re: Thanks for the review of "Butterfly Driver".
>>Date: Mon, 30 Jul 2007 08:07:31 -0700 (PDT)

>>

>>I DID notice the reference to violets at the end, but didn't give you
>>enough credit as a writer. I thought it was more of an accidental
>>reference and it made me think of Benni and that you had forgot her

>>

>>Now that you've pointed out that it was on purpose, I can see where you
>>were going.

22

>>Maybe it's too subtle? Could be just me. Now that you've pointed it

out

> I like it

1

22

3

5 / 6

>>"We take care of

>>

>>

>>

>>

>>----- Original Message -----

Outlook Print Message

Case 8:08-cv-000579-RJH Document 58-2 Filed 12/09/08 Page 351 of 756

>>To: phreesh <phreesh@yahoo.com>
 >>Sent: Monday, July 30, 2007 1:02:15 AM
 >>Subject: Thanks fpr the review of "Butterfly Driver".

>>
 >>

>>This is the third time I've posted BD, and your review was the most
 >thorough
 >>and thoughtful to date. Much of your input I expect to act on as soon as
 >I
 >>finish this email; a few things are style decisions that I may stick
 >with.
 >>There were two points you mentioned I was hoping to explore with you. 1)
 >>you mentionen the gens inclusion being sort of random an undeveloped. The
 >>gens were suposed to part of the State's cover up of the prisoner
 >execution
 >>program. Let the concerned families chat with gens in a simulated
 >prison...

>>I guess I may not have done my job as a writer on this point. 2) I really
 >>appreciate that you noticed the VIOLET theme and how that was supposed to
 >>be connect visual to Benni. In the final pages when Arlo's saying goodbye
 >>to his wife Rianna, we see her VIOLET mascara runnig, and Arlo says she's
 >>"...still beautiful in the rain." This was supposed to be a reference to
 >>Benni, who said of her violet was "...even prettier in the rain.". The
 >>clossing referrence was intended also to suggest that Arlo had an
 >enduring
 >>interest in Benni.

>>Thanks a bunch.

>>Steve

>>

>>

>> Be smarter than spam. See how smart SpamGuard is at giving junk
 >>email the boot with the All-new Yahoo! Mail at

>>http://mrd.mail.yahoo.com/try_beta?int=ca

>>

>

>

>Local listings, incredible imagery, and driving directions - all in one
 >place! <http://maps.live.com/?wip=69&FORM=MGAC01>

>

>

> Be smarter than spam. See how smart SpamGuard is at giving junk
 >email the boot with the All-new Yahoo! Mail at
http://mrd.mail.yahoo.com/try_beta?int=ca

>

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Ex P

5/28/13

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Outlook Print Message

RE: Thanks for the Butterfly Driver review

From: **Thielke, Bob** (BThielke@TLIsolutions.com)
Sent: Tue 7/31/07 8:19 AM
To: TriggerStreet Member: birdynumnum (birdynumnumz@hotmail.com)

Hey Steve

It's nice to hear the feedback on the reviews, I'm glad I was of some help. Regarding Drexler, if you can ever get ahold of the script for LA confidential, see how they handle the police chief whose name escapes me. He's THE bad guy in the story, but they include him early and fairly often as a good guy with only the slightest hints that there may be problems with him. I know exactly what you're saying about the feeling of arlo finding the bodies with the donor organs. The other way of looking at it is to suggest that cloning doesn't work for some particular organs, then you could still have the need for donor organs. Maybe some environmental calamity causes the cloned organs to fail. just throwing stuff out there.

I liked the story alot and think it has some serious potential.

bob

From: TriggerStreet Member: birdynumnum
[mailto:birdynumnumz@hotmail.com]
Sent: Mon 7/30/2007 3:39 PM
To: Thielke, Bob
Subject: Thanks for the Butterfly Driver review

Thanks for the good input. I intend to implement most of your points. The stuff about the donor organs vs. cloning was right on point. I thought about changing it, but kept it only because Arlo finding the bodies had a certain 'feeling'. But it needs to go. I decided to introduce Drexler gradually, and maybe late, because putting too much attention and focus on him early tended to telegraph him as the "heavy".

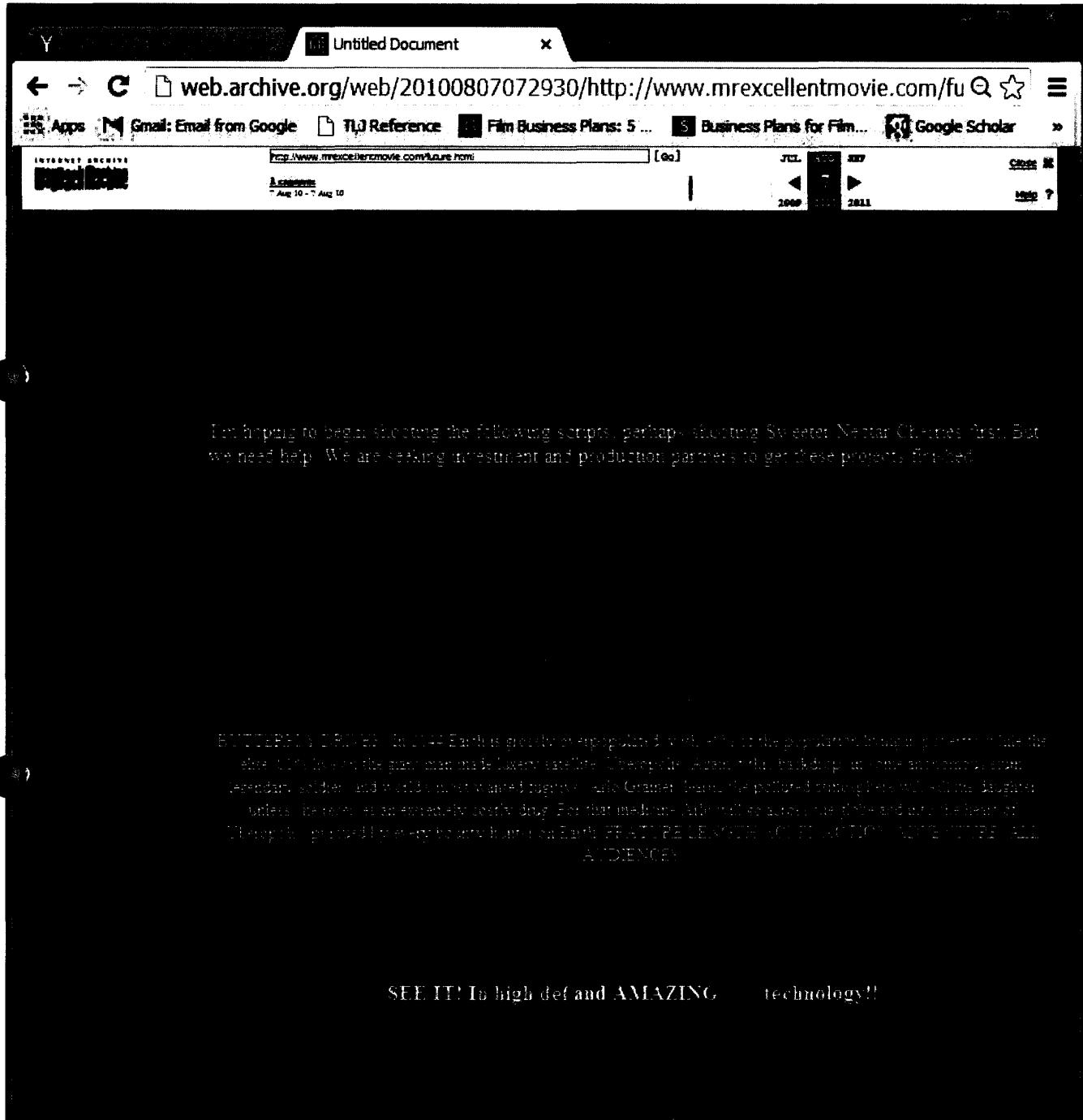
Thanks again for your thoughts and advice.

Steve

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Ex Q

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Ex. R

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Why Jodie Foster Is Sworn to Secrecy

By Julie Michaels March 13, 2013 (<http://wjtevansville.com/why-jodie-foster-is-sworn-to-secrecy/>)

At a Comic-Con International press conference in San Diego, Academy Award winning actress, Jodie Foster revealed she has been sworn to secrecy. Her one and only secretive movie is the new movie "Elysium," an upcoming American sci-fi thriller, written and directed by Neill Blomkamp. Foster plays "Secretary Delacourt," a government official on a pristine man-made space station called "Elysium." In rare publicity photos from the movie, Jodie is seen sporting a very short, sassy blonde do.

Geektyrant.com describes Elysium as a "ring-shaped world created and inhabited by the rich that orbits the Earth; a paradise where any sickness can apparently be healed and on which only people who reach a certain income level can afford to step foot." Anti-immigration laws are in place on Elysium to preserve their citizens' luxurious lifestyle.

Jodie Foster Talks ELYSIUM

by Christina Radish (<http://collider.com/jodie-foster-elysium-2/>)

At the press day for the independent drama *The Beaver*, directed by Jodie Foster, Collider was able to briefly talk to the multi-talented artist about her upcoming role in Neill Blomkamp's next sci-fi alien film, the highly anticipated *Elysium*, which is starring Matt Damon, Sharlto Copley and William Fichtner. While we'll run the portion of the interview about *The Beaver* closer to that film's May 6th release date, we wanted to post the little bits she did hint at, as the film has been so closely guarded, having only revealed previously that it will involve a battle between an alien race and the human race. Check out what she had to say after the jump. You can catch up on all of our *Elysium* coverage here.

jodie-foster-imageQuestion: The L.A. Times quoted you this week as saying that you would be playing "the head of an alien planet" in Neill Blomkamp's next film, *Elysium*. Would you say that's an accurate description of the role?

JODIE FOSTER: Yes. I hope I'm allowed to say that. I think I'm allowed to say that. That's pretty vague.

Is there anything else you can say about the film?

FOSTER: Those sci-fi movies are all really hush-hush. I don't even own a screenplay. They won't even give me a screenplay. I've read it, but they won't give me one to physically keep in my home 'cause they're so worried about everybody.

What was it about that project that appealed to you and made you want to get involved? Did you just want to work with Neill Blomkamp?

FOSTER: Yes, definitely. He did *District 9*, which I think is as close to a perfect movie as you can get. It's just an extraordinary film. And, this film has a lot of that social commentary in it, but uses sci-fi to get there. It's great.

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Ex.S

12/17/13

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December 17, 2013

HUFF
POST

ENTERTAINMENT

Jodie Foster's 'Elysium' Role Was Originally Written For A Man

Posted: 07/29/2013 12:43 pm EDT | Updated: 07/29/2013 12:56 pm EDT



Jodie Foster stars as the antagonist in Neill Blomkamp's "Elysium," making her one of the few female villains on screen this summer. In a new interview with EW.com, however, Blomkamp revealed that Foster's character was initially written as a male, before he had a change of heart. It was then that Foster entered into his thinking for the role.

"I thought, 'That would be f--king awesome, but there's just no way,'" Blomkamp said about casting Foster. "But then, within, like, a day I had a meeting with her and she said, 'I want to play it.' I was like, 'Holy sh-t!'"

The news that Foster's character in "Elysium" was initially written for a man might have surprised the actress. In an interview with Movieline at the 2012 edition of Comic-Con, Foster said the part "pretty much was" always a woman.

"I think genre films, because they have to, usually paint things much more in black and white, whether it's women or not women, because the storytelling in ways is a lot more primitive," Foster said.

Foster isn't the first actress this summer to play a character originally written for a man; Helen Mirren's role in "Monsters University" was also male, before the part changed genders in the development process.

For more on "Elysium," head to [EW.com](#).

[via [EW](#)]

Loading Slideshow

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Ex. T

12/18/13

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Seeking representation vs Sony Pictures, Tristar...

Steve Wilson Briggs <snc.steve@gmail.com>
To: dkinsella@kwikalaw.com

Mon, Jun 3, 2013 at 6:35 PM

Dear Kinsella,

My name is Steve Wilson Briggs, the writer/producer/director of the feature film *The Amazing Mr. Excellent*, filmmaker and writer of several other developmental scripts. Recently I discovered that one of scripts (written in 2004-2005, registered wga-w # 1103287) was stolen, wholesale (changing only dialogue and peripheral content), and produced into a major motion picture, projected to be released August 2013, by Sony and TriStar Pictures. There are no differences in plot, setting or structure.

The synopsis/logline to my script, titled "Uberopolis: City of Light" and/or "Butterfly Driver" reads:

To get medicine to save his daughter, a fugitive has seven days to travel across the impoverished, crime-ridden ruins and wastelands of Earth to find transport to the beautiful space satellite city -and home of the ultra-rich, Uberopolis. Because the fugitive has secret information about the villainous owner of Uberopolis, he is tracked by a relentless special investigator.

The synopsis/logline to my stolen script (now called "Elysium" by Sony, TriStar) reads almost identically:

To get medicine to save himself, a fugitive has five days to travel across the impoverished, crime-ridden ruins and wastelands of Earth to find transport to the beautiful space satellite city -and home of the ultra-rich, Elysium. Because the fugitive has secret information about the villainous administrator of Uberopolis, he is tracked by a relentless tracker.

The plagiarizers even kept my underlying themes of the indignity of immigration, healthcare themes, and my treatment of genetic reprogramming for the rich on Uberopolis/Elysium. They also took my post-apocalyptic vision of the war-torn overpopulated, brutal, police-state wasteland of planet Earth, where corporations capitalize on cheap labor by manufacturing in the ruins. Additionally they took my vision of futuristic hover-cars, trucks and cycles flying above these ruins –and on Uberopolis/Elysium.

From 2005-2007 I marketed my script, heavily, online and through conventional mail. Among other places I posted my script on Inktip.com (connecting 50,000 users with thousands of industry professionals), Kevin Spacey's Triggerstreet.com (also serving thousands of members and industry professionals). I also posted my loglines and synopses on countless screenwriting websites, and sent it to many agents and producers, as well as entering the script into several screenplay competitions. I've kept most of those exchanges and verifications.

In addition to the script and my WGA registration, I have a bounty of verification of my efforts to sell my script from 2005 to almost 2008. I DID attract some interests before I decided not to sell the script; choosing to keep it to produce myself -after I garnered a reputation producing and directing a few less ambitious projects.

That said, I am contacting you to see if you might be willing to represent me in suits against Sony, TriStar, Simon Kinberg, Media Rights Capital, QED International and Neill Blomkamp. The movie will be released in just over two months. I know time is critical. I am hoping to find an attorney who is willing to represent me on contingency, because I have no disposable income. I am also hoping to find an attorney who might consider NOT settling and going to trial, if necessary, as I convinced the entire movie is my intellectual property. Thus, in addition to monetary compensation, it's important to me to reclaim creative credit and licensing rights of my intellectual property –which means a reasonable share of profits and licensing. Because of the exciting landscape that I designed, Sony (owner of Playstation) will likely make more from video-gaming from this movie than they will make from the actual movie itself.

12/18/13

Gmail - Seeking representation vs Sony Pictures Ent.

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I will forward you a copy of the screenplay upon your request. I live in the SF Bay Area (California), but I'm hoping to arrange a meeting with you next week, if you are interested.

Thanks for your consideration.

Steve Wilson Briggs

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Ex. u

Hollywood Accounting

From Wikipedia, the free encyclopedia
(some passages of this article have been edited out, for brevity)

Hollywood accounting (also known as Hollywood bookkeeping)[1] refers to the opaque accounting methods used by the film, video and television industry to budget and record profits for film projects. Expenditures can be inflated to reduce or eliminate the reported profit of the project, thereby reducing the amount which the corporation must pay in royalties or other profit-sharing agreements, as these are based on the net profit.

Hollywood accounting gets its name from its prevalence in the entertainment industry—that is, in the movie studios of Hollywood. Those affected can range from the writers[2] to the actors.[3]

John D. MacDonald's novel Free Fall in Crimson (1981) references Hollywood accounting in its dialogue:

Darling! This is the Industry! The really creative people are the accountants. A big studio got over half the profit, after setting breakeven at about three times the cost, taking twenty-five percent of income as an overhead charge, and taking thirty percent of income as a distribution charge, plus rental fees, and prime interest on what they advanced.

How it works

Hollywood accounting can take several forms. In one form, a subsidiary is formed to perform a given activity and the parent entity will extract money out of the subsidiary not in terms of profits but in the form of charges for certain "services". The specific schemes can range from the simple and obvious to the extremely complex.

Three main factors in Hollywood accounting reduce the reported profit of a movie, and all have to do with the calculation of overhead:

Production overhead: Studios, on average, calculate production overhead by using a figure around 15% of total production costs.

Distribution overhead: Film distributors typically keep 30% of what they receive from movie theaters ("gross rentals").

Marketing overhead: To determine this number, studios usually choose about 10% of all advertising costs.

All of the above means of calculating overhead are highly controversial, even within the accounting profession. Namely, these percentages are assigned without much regard to how, in reality, these estimates relate to actual overhead costs. In short, this method does not, by any rational standard, attempt to adequately trace overhead costs.

Due to Hollywood accounting, it has been estimated[citation needed] that only about 5% of movies officially show a net profit, and the "losers" include such blockbuster films as Rain Man, Forrest Gump, Who Framed Roger Rabbit, and Batman, which all took in huge amounts in box office and video sales.

Because of this, net points (a percentage of the net income (i.e. gross income minus expenses), as opposed to a percentage of the gross income) are sometimes referred to as "monkey points", a term attributed to Eddie Murphy, who is said to have also stated that only a fool would accept net points in his or her contract.[5][6]

All of this shows why so many big-name actors insist on "gross points" (a percentage of some definition of gross revenue) rather than net profit participation. This practice reduces the likelihood of a project showing a profit, as a production company will claim

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a portion of the reported box-office revenue was diverted directly to gross point participants.

Examples

Winston Groom's price for the screenplay rights to his novel *Forrest Gump* included a share of the profits; however, due to Hollywood accounting, the film's commercial success was converted into a net loss, and Groom received nothing.[7] That being so, he has refused to sell the screenplay rights to the novel's sequel, stating that he "cannot in good conscience allow money to be wasted on a failure".

Stan Lee, co-creator of the character Spider-Man, filed a lawsuit after the producers of the movie *Spider-Man* (2002) did not give him a portion of the gross revenue.[8] The estate of Jim Garrison sued Warner Bros. for their share of the profits from the movie *JFK*, which was based on Garrison's book *On the Trail of the Assassins*.[9] Art Buchwald received a settlement after his lawsuit *Buchwald v. Paramount* over Paramount's use of Hollywood accounting. The court found Paramount's actions "unconscionable", noting that it was impossible to believe that a movie (1988's Eddie Murphy comedy *Coming to America*) which grossed US\$350 million failed to make a profit, especially since the actual production costs were less than a tenth of that. Paramount settled for an undisclosed sum, rather than have its accounting methods closely scrutinized.

The film *My Big Fat Greek Wedding* was considered hugely successful for an independent film, yet according to the studio, the film lost money. Accordingly, the cast (with the exception of Nia Vardalos who had a separate deal) sued the studio for their part of the profits. The original producers of the film have sued Gold Circle Films due to Hollywood accounting practices because the studio has claimed the film, which cost less than \$6 million to make and made over \$350 million at the box office, lost \$20 million.[10]

Peter Jackson, director of *The Lord of the Rings*, and his studio Wingnut Films, brought a lawsuit against New Line Cinema after "an audit... on part of the income of *The Fellowship of the Ring*". Jackson stated this is regarding "certain accounting practices", which may be a reference to Hollywood accounting. In response, New Line stated that their rights to a film of *The Hobbit* were time-limited, and since Jackson would not work with them again until the suit was settled, he would not be asked to direct *The Hobbit*, as had been anticipated.[12] Fifteen actors are suing New Line Cinema, claiming that they have never received their 5% of revenue from merchandise sold in relation to the movie, which contains their likeness.[13] Similarly, the Tolkien estate sued New Line, claiming that their contract entitled them to 7.5% of the gross receipts of the \$6 billion hit.[14] Overall according to New Line's accounts the trilogy made "horrendous losses" and no profit at all.[15]

According to Lucasfilm, *Return of the Jedi* despite having earned \$475 million at the box-office against a budget of \$32.5 million, "has never gone into profit".[16] A WB receipt was leaked online, showing that the hugely successful movie *Harry Potter and the Order of the Phoenix* ended up with a \$167 million loss on paper.[17] Michael Moore is suing Bob and Harvey Weinstein for creative accounting to deprive him of his share of profits for the film *Fahrenheit 9/11*.[18] The famous and critically acclaimed educational TV show *Bill Nye the Science Guy* was ended because the producers had not "shown a profit" in twenty years due to this practice.

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THE SHOPS

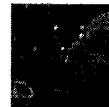
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Loeb's Letter: Sony Entertainment Lacks Discipline, Accountability

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DAN LOEB SONY THIRD POINT

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By STEPHEN GROCER

Daniel Loeb is ratcheting up a campaign to convince Sony [6758.TQ -1.06%](#) to launch an initial public offering of its entertainment division.

Loeb has boosted its stake in Sony and Tuesday morning his hedge fund hand-delivered a letter from him to Sony Chief Executive Kazuo Hirai that reiterates the investor's argument that Sony should sell a 15% to 20% stake in its entertainment arm.

Here is the letter:

Mr. Kazuo Hirai
President and CEO
Sony Corporation
7-1, Konan 1-Chome, Minato-ku,
Tokyo 108-0075 Japan

Dear Mr. Hirai:

Sony Corporation ("Sony" or "the Company") appears to be regaining its competitive edge. Recent highlights include the debut of PlayStation 4 with its consumer-friendly approach to next-generation gaming and Xperia, which recently overtook Apple as the #1 smartphone in Japan. We expect the upcoming Xperia Z Ultra to generate similar success in Europe and were pleased to see Vodafone [VOD.LN +0.37%](#)'s CEO using an Xperia Z in a recent meeting.

As a sign of our increased confidence in the Company's direction under your leadership, funds managed by Third Point LLC ("Third Point") have increased their stake in Sony to 70 million shares valued at ¥136.5 billion (\$1.4 billion), held via 46 million shares of ordinary stock valued at ¥89.7 billion (\$944 million) and economic exposure to 24 million shares valued at ¥46.8 billion (\$492 million) through cash-settled swaps. Given our large stake, we reiterate our offer to serve on Sony's Board of Directors.

Another sign of progress is the news that the Company has retained financial advisors to help evaluate our proposal to publicly list a minority stake in Sony Entertainment ("Entertainment") through a rights offering backstopped by Third Point. We remain convinced that the proposed transaction will strengthen the Company as a whole. The newly-listed entity will thrive with a governance structure which focuses on increasing profitability, competitiveness and accountability. We expect that this transaction will strengthen rather than diminish Sony's ability to exploit meaningful synergies between

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the Entertainment and Electronics divisions, a goal we share.

Our proposal is a simple one: it contemplates a semi-independent governance structure. We believe that you, Mr. Hirai, should serve as Chairman of both Boards, to promote synergies between Entertainment and Sony Corporation. Entertainment's dedicated Board should be composed of diverse individuals with deep knowledge of media, entertainment and digital technology, who value creative talent and can institute best practices of governance. Today, Entertainment is a sleeping giant — a multi-platform content business with a global footprint, encompassing leading film and television production, cable networks and music interests. An incredible opportunity exists to integrate Entertainment's components to create a dominant creative platform for today's artist-entrepreneurs — *but the right leadership at the Board level is imperative*.

An independent Entertainment Board will go a step further: holding management accountable by establishing goals for growth while setting compensation tied to value creation using stock and options. It can also help determine important capital allocation decisions, ensuring that Entertainment's robust cash flow is used efficiently. A capital shortfall has prevented Sony from taking advantage of attractive acquisition opportunities; instead, the Company has resorted to joint ventures and costly loans to engage in strategic transactions like those in music publishing (i.e. EMI). Our research has confirmed media reports depicting Entertainment as lacking the discipline and accountability that exist at many of its competitors. In light of this track record, it seems difficult to argue that Entertainment would not be strengthened by the transparency that comes with public reporting, an active media analyst community evaluating financial performance regularly, and an expert Board with strongly aligned incentives.

We understand past Sony management teams have considered a complete spin-off of Entertainment, but concluded that the potential for synergies outweighed the obvious value that would result. We respectfully disagree with any suggestion that listing a minority stake in the Entertainment division would curtail opportunities for cooperation. While we trust management's judgment that this theoretical opportunity is ripe, it remains an unfulfilled aspiration twenty-four years after the acquisition of Columbia Pictures. Shareholders should not have to wait any longer. We support efforts to create an integrated Sony ecosystem but must not forget that today the Company's most valuable untapped synergies lie within Entertainment itself.

While the transaction we have proposed is not a panacea, it will provide a necessary organizational apparatus to streamline an overly cumbersome corporate structure and allow each company to focus on its strengths without sacrificing potential alliances. We encourage management and the newly-appointed Board members to maintain the brisk pace of change you have recommended. Indeed, Sony has an opportunity to serve as a shining example of how structural reforms, the "Third Arrow" of Prime Minister Abe's economic plan, can be implemented successfully through constructive shareholder engagement.

Although we have not yet been asked to discuss our ideas with the Company's investment bankers or Board, we would like to do so promptly. We hope that after seriously considering the merits of our proposal, Sony's Board will share the enthusiasm that other shareholders have resoundingly expressed for it. We can think of no better opportunity for you and the Board to demonstrate real commitment to your declaration that "Sony Must Change."

Sincerely,

Daniel S. Loeb
Chief Executive Officer

DAN LOEB SONY THIRD POINT

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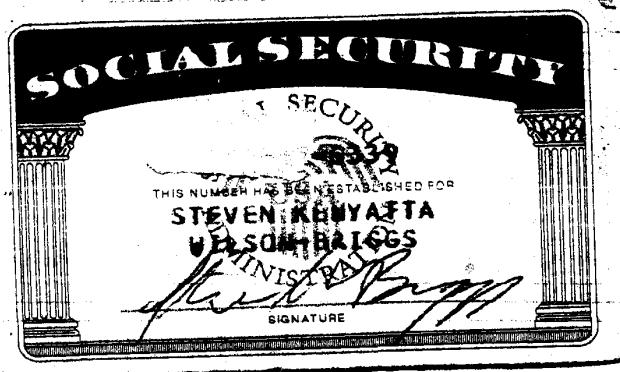


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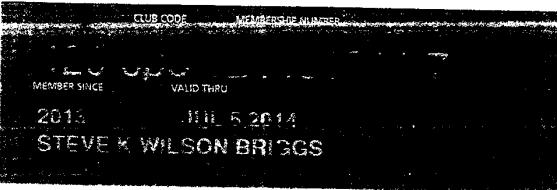
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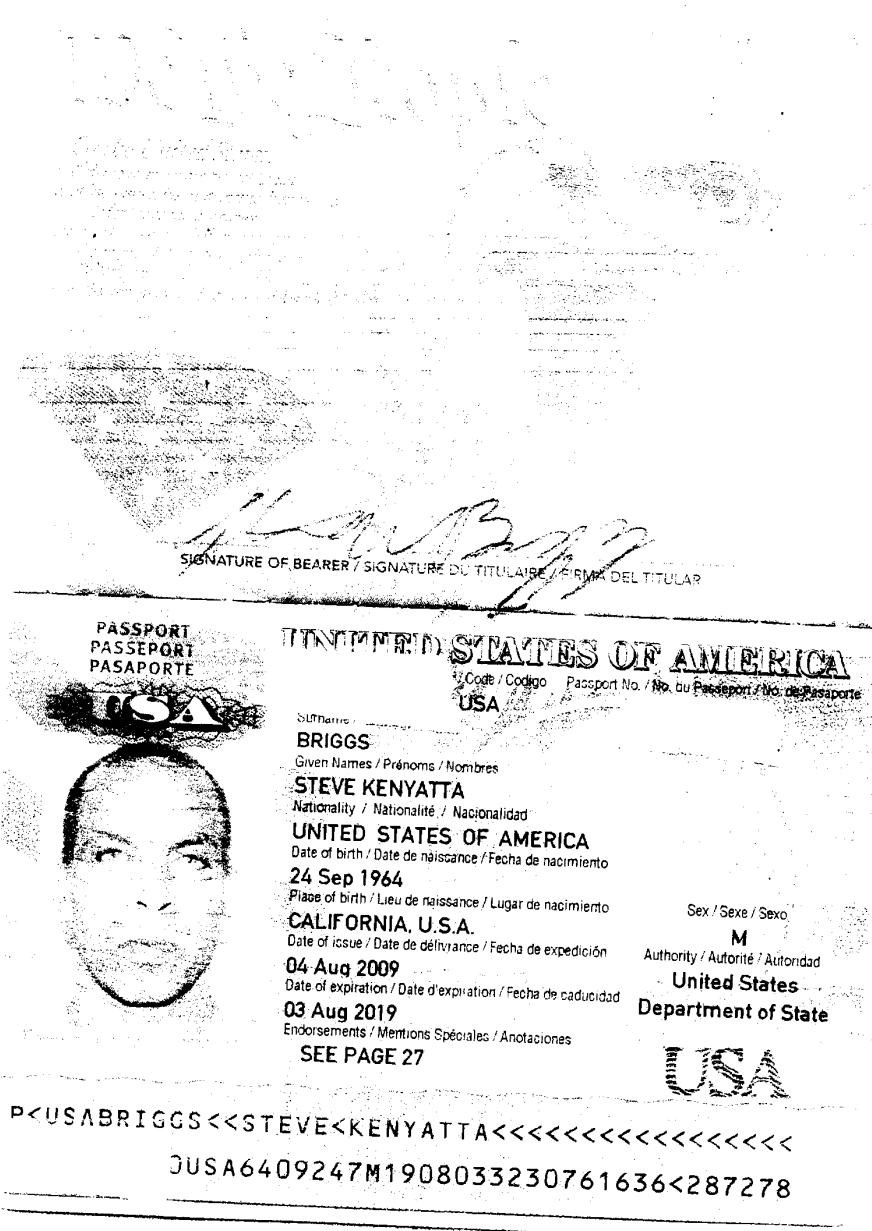


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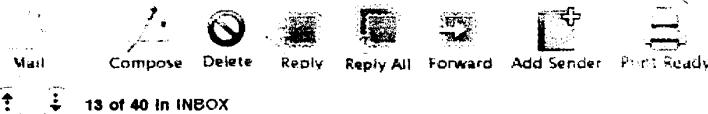
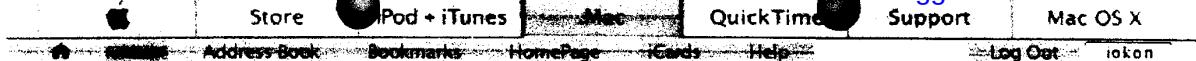


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To: [REDACTED]

Date: Sat Jun 04, 2005 08:18:36 PM PDT

Subject: Your JetBlue E-tinerary

June 21 2005

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(change flights)
04 Jun 05
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96641

Date Booked:
Modified:
Booked By:

Name	TrueBlue Number
Welcome Aboard: STEVE WILSON BRIGGS	

Date	Flt	Depart	Arrive	Stops
21 Jun 05	93	New York, JFK 07.05am	Oakland, CA 10:15am	0

Total for 2 customers	Fare:	295.82
	Tax:	28.58
	Security Fee:	5.00
	Passenger Facility Charge:	6.00
	Total:	\$335.40

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ISS. AGENT ID: **SFO 4HT** PLACE OF ISSUE: **SAN FRANCISCO**
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FLIGHT: **CLASS DATE:** TIME: **STATUS: NOT VALID BEFORE: NOT VALID AFTER:**

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FARE: **USD 25.00** EQUIV. FARE PAID: **NA** FORM OF PAYMENT: **FF CASH**
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